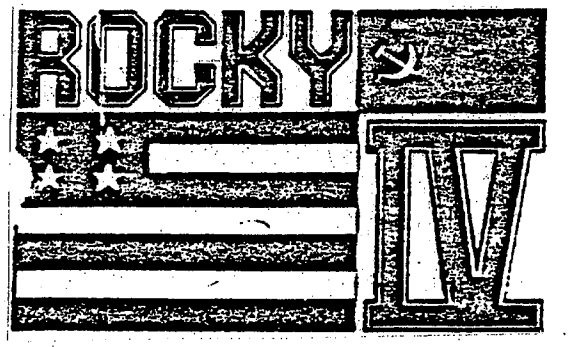

ROCKY IV

by

Sylvester Stallone

Missing Pg. 1

FINAL SHOOTING SCRIPT

March 4, 1985

REV. 5/17/85

4 ANOTHER ANGLE 4

The BELL SOUNDS.

REMATCH COMMENTATOR #1
Here we are in the third round of this already incredible grueling contest that should logically have never gone beyond round two... The bell sounds and Clubber rushes to continue his ruthless body attack on the former champion --

Clubber starts to move in -- Rocky moves away and stiffly counters and keeps Clubber at bay.

REMATCH COMMENTATOR #1
(continuing)
Five quick jabs in Clubber's face -- The champion brushes them aside and chases Balboa down -- Oh, a solid hook drives Rocky into his own corner -- This could be all she wrote.

CUT TO:

5 ROCKY'S CORNER 5

DUKE
Get outta there!

6 RING ACTION 6

Balboa is getting jarred by the barrage thrown at him -- He tries to slip away, but he is hopelessly trapped.

REMATCH COMMENTATOR #2
It's all over now -- The champion is landing at will -- This fight could be over -- No! Triple hooks by Balboa stunned the champion -- Here comes Rocky!

When all appears lost, Rocky throws a beautiful combination that jars Clubber... Suddenly energized, Rocky begins to back Clubber up and has the man in trouble.

CUT TO:

7 RINGSIDE 7

ADRIAN is on her feet.

(CONTINUED)

7 CONTINUED: 7

ADRIAN
(chanting)
Rocky! Rocky!

CUT TO:

8 RING ACTION 8

Rocky now begins to work Clubber over, angling the man's body every which way from the variety of punches.

CUT TO:

9 ROCKY'S CORNER 9

PAULIE
Break his head!!

CUT TO:

10 RING ACTION 10

Rocky has driven Clubber painfully along the ropes.

REMATCH COMMENTATOR #2 (V.O.)
Rocky is back burying his fist in Lang's face, then switching to caving in the champion's ribs -- An incredible comeback -- No, wait... Rocky is hurt!

Clubber rips an uppercut to the liver that freezes Rocky's motion... Clubber reverses the action and drives Rocky back.

CUT TO:

11 RINGSIDE 11

Adrian is standing and chanting with the audience.

CUT TO:

12 RING ACTION 12

When all appears hopelessly lost, Rocky again turns the tide with a sudden flurry that moves him to the center of the ring -- He motions for Clubber to come ahead.

(CONTINUED)

12 CONTINUED: 12

ROCKY
(furiously)
C'mon, c'mon!!

13 THE AUDIENCE 13

goes wild at the sight of the challenge.

REMATCH COMMENTATOR #1
Look at that! -- Balboa is challenging the champion to come ahead. I can't believe it:

CUT TO:

14 RING ACTION 14

Clubber wades into Rocky and the men bomb away at each other from point blank range... Both are nearly out on their feet.

REMATCH COMMENTATOR #1
Balboa with a combination and reply to the head by the champion -- It's trench warfare -- The old Rocky is back -- Oh, the champion is hurt! He is being demolished!!

Rocky matches the intenseness of the champion, and going back to his old style of bruising in-fighting, gains on Clubber, and finding the right opening, pours out a rapid volley of pinpoint accurate punches that knock Clubber backwards. The champion cannot regain his balance, and Rocky pummels him into a corner.

APOLLO
Let it loose! Let it loose!

Rocky pulls out all stops and tattoos his opponent and finally whips a murderous right hook that topples Clubber sideways, through the ropes and out of the ring... Rocky leaps to a neutral corner as the REFEREE counts over the prostrate champion.

15 THE CROWD 15

is insane with praise... Rocky looks at Adrian, his eyes are wild like an animal's in the heat of battle.

CUT TO:

16 CLUBBER'S CORNER 16

MANAGER
Get up!

CUT TO:

17 ROCKY'S CORNER 17

Apollo and Paulie are in suspended animation while monitoring the Referee's count.

CUT TO:

18 THE REFEREE 18

finishes the count.

REMATCH REFEREE
Six -- seven -- eight -- nine -- ten! You're out!

19 RING ACTION 19

The top nearly blows off the arena. The ring is flooded with press and well-wishers. Rocky leaps into the air and into Apollo's embrace.

PAULIE
Yo, Rocko! Ya beautiful!

Rocky smiles and embraces Apollo who is overwhelmed with emotion.

APOLLO
You did it, man! You've got nothin' to prove to nobody! Nothin'!

CUT TO:

20 RING ANNOUNCER 20

REMATCH RING ANNOUNCER
Winner by a knockout -- in one of the most incredible comebacks in boxing history, and once again Heavyweight Champion of the World, the pride of Philadelphia, Rocky Balboa.

CUT TO:

21 ROCKY 21

ROCKY
(to Adrian)
... It's all over.

ADRIAN
How do you feel?

He kisses her.

ROCKY
Never better. Never better.

22 INT. MICKEY'S GYM - NIGHT 22

New CREDITS begin to ROLL OVER this SCENE. A pair of LOCKERS are heard SLAMMING SHUT in the otherwise deserted and silent gym.

ROCKY (O.S.)
Y'know... I can't believe you're doing this.

APOLLO (O.S.)
We made a deal.

ROCKY
Yeah, but this is extremely crazy.

APOLLO
Yeah, mentally irregular.

Apollo and Rocky are dressed in their boxing outfits and move toward the well-worn ring.

APOLLO
(continuing)
... But it makes all the sense it needs to make -- You owe me a favor, right?

ROCKY
Yeah -- When'd you think of this?

APOLLO
About three years ago.

ROCKY
This is crazy.

(CONTINUED)

22 CONTINUED: 22

APOLLO
The last time we met you were lucky -- Beat me by one second -- One second -- Now that is hard for a man of my intelligence to handle.

ROCKY
But didn't you say you'd learned to live happy after losing to me?

APOLLO
(laughs)
... I lied.

ROCKY
So you've just gotta know for yourself.

APOLLO
Just for myself.

The men climb into the ring.

ROCKY
Go slow -- Ya not as young as springtime no more.

APOLLO
Young enough to whip your butt.

ROCKY
How can you win? Ya taught me all your tricks.

APOLLO
(laughs)
Not everything.

Apollo stands in his corner smiling.

APOLLO
(continuing)
... Stallion, I want you to remember that you might fight great, but I'm a great fighter... Ready?

ROCKY
... Absolutely.

They move to the center of the ring and begin sparring... They resemble two grown children trying to hold onto the last fragments of youth.

(CONTINUED)

22 CONTINUED: (2) 22

APOLLO
Too bad we gotta get old, Stallion.

ROCKY
Just keep punchin'.

Rocky and Apollo are seen unleashing the same punch at the same time.

22A EXT. GYM - NIGHT 22A

A HIGH ANGLE from the staircase reveals Rocky and Apollo as they ENTER the SCENE.

Both men appear damp. Rocky's left eye is reddened and Apollo's right eye is noticeably swollen.

APOLLO
Answer one thing? Do you have a hammer in your glove?

ROCKY
I was gonna ask you the same thing.

APOLLO
That hurt you as much as it hurt me?

ROCKY
... Absolutely!

APOLLO
That makes me feel a whole lot better. Y'know, I think it's about time we stop damagin' each other.

ROCKY
... I agree.
(shakes Apollo's hand)
... Hey, Apollo -- I wanna say thanks for everything ya did -- and to me ya always be the best.

APOLLO
Well...
(MORE)

(CONTINUED)

22A CONTINUED: 22A

APOLLO (CONT'D)
(awkward pause)
... I'm gonna miss it, and I'm gonna miss you.

ROCKY
Where are you going?

APOLLO
I don't know -- maybe fishing.

Apollo smiles and heads to his car... Rocky turns and moves away.

MONTAGE - OMITTED

23 INT. ROCKY'S HOUSE - NIGHT 23

We see Rocky drive his new black sports car into the driveway of his home.

23A ROCKY'S HOUSE - DRIVEWAY-- NIGHT 23A

Rocky steps out, and wearily eyes the building equipment. The door flies open, and ROCKY, JR. jets out. He is wearing a bright cone-shaped paper party hat. He has the bright light of a sun-gun that is fastened on top of a movie camera aimed in Rocky's face.

ROCKY JR.
Dad, you're late! Mommy's gonna kill you!!

ROCKY
(squints)
So how ya doing?

ROCKY JR.
Fine -- if you don't hurry, you're gonna get it -- this is a warning!

ROCKY
Ya know, it's kinda bright out here, don't ya think?

ROCKY JR.
It's okay -- Dad, I wouldn't wanna be you -- you better hurry or else!

(CONTINUED)

23A CONTINUED: 23A

Rocky removes a small wrapped present from the car.

ROCKY JR.
(continuing)
Hurry, Dad.

ROCKY
(pats the boy's head)
Y'know, ya gettin' a very loud personality.

They move to the house.

ROCKY JR.
Don't go too fast or ya go outta focus.

23B INT. ROCKY'S HOUSE - NIGHT 23B

Rocky enters as his son runs ahead... bright sun-gun still on his father...

Several pieces of crepe paper have been strung with a sagging "Happy Birthday" sign stretched across the room ... on the table are party favors.

PAULIE sits at the head of the table with a large party hat on his head... he looks forlorn. He listens to a BALL GAME on a pocket RADIO.

PAULIE
Yo! It's about time!

ROCKY
Sorry, Paulie.

Adrian steps out of the kitchen holding a flaming birthday cake.

ADRIAN
Oh, Rocky -- great you're here.
(to Paulie)
Now you can stop callin' him names.

PAULIE
If we waited much longer, it'd be time for my next birthday.

(CONTINUED)

23B CONTINUED: 23B

ADRIAN
Where were you?

ROCKY
Gettin' punched... Let me do this.

ADRIAN
No, seriously.

ROCKY
Seriously.

Rocky takes the small movie camera and begins filming the scene.

PAULIE
So why don't we get the cake in here and get this celebration going.

ROCKY JR.
You're gonna love your present, Uncle Paulie.

PAULIE
So where is it.

The door is held open by Adrian and a Robot enters holding a flaming birthday cake. The Robot has a ribbon on its head.

PAULIE
(continuing)
What the hell's that?

ROCKY JR.
Your present.

Paulie gazes at all the burning 40 candles and the Robot.

PAULIE
Yo, I wanted a sports car for my birthday.
(laughs)
Not a walkin' trash can! -- I don't believe this.

ADRIAN
Since you don't have any friends, we thought you'd like it.

(CONTINUED)

23B CONTINUED: (2) 23B

ROCKY
(filming)
It'll keep ya company. C'mon --
pretend ya happy.

Rocky Jr. playfully slaps his shoulder.

ROBOT
Please make a wish.

PAULIE
This thing is creepy --

ROBOT
Please make a wish.

PAULIE
Relax, metal-head! I'd like
to make a wish, and start
eatin' this strange creation
here...
(to Rocky Jr.)
Wanna help me put out this
forest fire on the count of
three... one -- two -- three!

Paulie starts to blow out the candles as Rocky Jr. dumps a glass of water on the rest.

ROCKY JR.
They're out.

Paulie is simply dumbfounded. He glances at Rocky.

PAULIE
(to Rocky)
Ya's are gonna have trouble with
this kid.

ROBOT
... Please make a wish...

23C INT. OFFICE - NIGHT 23C

Rocky is in his study. The room is fairly dark except for the flickering lights emitted from a home computer.

The computer is programmed to teach English.

Adrian enters.

(CONTINUED)

23C CONTINUED: 23C

ADRIAN
Hi -- Do you want to get ready for bed?

ROCKY
Yeah -- Y'know, this machine can make ya feel real bad.

ADRIAN
Why?

ROCKY
The more I learn from it, the more I think I don't know anything --

ADRIAN
But ya learning more every day.

Rocky faces Adrian, then rises after turning off the machine.

ROCKY
How'd ya end up with such a dumb person?

ADRIAN
Just lucky, I guess.

ROCKY
One thing I do know is that you're the best.

ADRIAN
I think you have it backwards.

ROCKY
Ya know what's amazin' is after all these years everything still feels new.

ADRIAN
Think it'll ever change between us?

ROCKY
Absolutely, no way.

ADRIAN
I hope not.

(CONTINUED)

23C CONTINUED: (2) 23C

ROCKY
Remember I told you the night we got married that you're never getting rid of me --

Adrian nods.

ROCKY
(continuing)
-- well, you're not.

Rocky kisses her and the SCENE FADES.

23D INT. HALLWAY - NIGHT 23D

Paulie is walking down the hall, being followed by the Robot.

ROBOT
... I will wake you up. What time do you wish to get up? Pick a time, please. I can be programmed to make coffee -- Do you want coffee? How many cups, please?

Paulie reaches his room; he enters and slams the door in the Robot's face... A second later he re-opens the door.

PAULIE
... C'mon -- But don't ask no more questions!

24 INT. NEW YORK AIRPORT 24

Many policemen are located every several feet approaching a boarding gate... Several detectives with earphones mill around the growing army of minicams, photographers and reporters. The NOISE begins to SWELL as an entourage steps from the boarding gate and into the glare of cameras.

The entourage is Russian. Present are several Russian security agents that flank a huge blond athlete with a hard angular face that appears to have been forged steel ... His eyes betray no emotions, almost robotized in his motions... One thing for certain, IVAN DRAGO is an awe-some specimen of carefully constructed manhood. Beside him is his gruff, barrel-chested manager, IGOR RIMSKY, and shorter trainer, NICOLI KOLOFF.

(CONTINUED)

24 CONTINUED: 24

Almost employing a phalanx through the REPORTERS, the Russians move straight ahead in an arrogant fashion.

REPORTER #1
Would you answer a few questions?!

REPORTER #2
When are you going to fight, Drago?

REPORTER #3
How long are you here for?

RIMSKY
We talk at press conference.

REPORTER #1
Is it definite that the Soviet Union will enter professional boxing?

RIMSKY
Please, we will talk at press conference. Excuse us.

The Russian contingent brushes through the crowd like a Roman phalanx.

25 EXT. STREAM - DAY 25

Apollo sits in a rowboat. A fishing pole is balanced in his hands. Apollo's eyes are glazed and bored. Gazing on this tranquil scene, it could be said Apollo looks like a major displacement of manpower. A small portable television is situated on the front seat of the boat.

SPORTS ANNOUNCER
... Well, today may have proved to be a landmark in sports. After unraveling years of red tape, Russia will now throw its hat in the ring -- the prize ring, that is --

Apollo's eyes lift from the floor and finally show a keen ray of mounting interest. The Announcer's face disappears, and on the TV a full blown press conference appears... Seated in front of a forest of microphones, is the Russian super heavyweight, Ivan Drago and his bearish manager, Igor Rimsky.

(CONTINUED)

25 CONTINUED: 25

Next to Rimsky is a Cuban trainer. Stationed behind them is a row of Russian security guards. The men are almost engulfed in the strobe-like effect from the battery of cameras.

RIMSKY
(reading)
Today, the Soviet Union has officially entered professional boxing... Our great and undefeated heavyweight champion, Ivan Drago, will be the first to compete, and if we are fairly treated, other great athletes from the Soviet Union, East Germany and Cuba will follow.

O.S. REPORTER VOICES are heard firing questions at the Russian.

REPORTER (O.S.)
Mr. Rimsky -- who will be your first fight?

RIMSKY
Anyone who is qualified.

REPORTER (O.S.)
Drago! Have you ever boxed against a real professional?

Drago shifts his eyes to the camera, then to Rimsky.

RIMSKY
Not yet. But having been trained in Russia and in Cuba by the great boxing coach, Manuel Vega --

The Cuban coach nods his head in agreement.

RIMSKY
(continuing)
He may be the most perfect athlete in the world. I have never seen anyone match his strength, his coordination or his aggressiveness.

REPORTER (O.S.)
You make it sound like he's indestructible.

(CONTINUED)

25 CONTINUED: (2) 25

RIMSKY
Yes -- He could be.

The Reporter comes back on.

REPORTER
No shortage of confidence there. Can this mammoth, Cuban-trained Russian, who's already been nicknamed 'The Siberian Express,' wreak havoc among the professional ranks? Time will tell, but one thing for certain -- whoever he fights first will be one hot ticket... Now let's get tonight's action in basketball...

Apollo turns away from the television and pulls in his fishing rod and rapidly begins rowing for shore.

25A INT. ROCKY'S HOUSE - DAY 25A

Rocky is with his son in the office room. The room is full of the child's toys, but all the focus is on a small home computer. Paulie stands with a beer and the Robot in the doorway.

ROCKY
C'mon, ya gotta learn this stuff. Who was the thirty-fifth President?

ROCKY JR.
Why? -- I wanna go outside.

ROCKY
You can always go outside -- It's important to fill up your brain when ya young -- What's the answer?

ROCKY JR.
John F. Kennedy -- is that right?

ROCKY
That's great.

PAULIE
He should be learnin' how to fight!

(CONTINUED)

25A CONTINUED: 25A

ROCKY
Why?

PAULIE
'Cause he's your kid and punks are gonna wanna squash his head 'cause of who he is. Ya wanna squashed head?

ROCKY
(sighs)
Nicely put, Paulie.

PAULIE
Forget computers. Just buy the kid a bat -- Beer!

The Robot rolls forward and Paulie takes the beer... Adrian's voice is heard:

ADRIAN (O.S.)
Rocky -- Apollo's here.

ROCKY
What? Ya kiddin'!

ROCKY JR.
(to Rocky)
... Not another rematch, I hope.

ROCKY
No, no more -- Listen, keep studyin' -- Paulie, let him work, okay?

He moves away; Paulie turns to Rocky Jr.

PAULIE
(to Rocky Jr.)
Remember how to play gin?

They walk off together.

CUT TO:

A26 SCENE A26

Rocky walks up to Apollo in the living room and they shake hands.

(CONTINUED)

A26 CONTINUED: A26

APOLLO
Hey, Stallion -- What've you been up to?

ROCKY
Nothin' much -- Why're you here?

APOLLO
Have you been listenin' to the news?

ROCKY
What happened?

APOLLO
Let's step outside.

B26 EXT. ROCKY'S HOUSE - DAY B26

Apollo picks up a football that is lying on the lawn.

APOLLO
The Russians sent over this giant who plans on taking your title. Heard about it?

ROCKY
I've heard some talk.

APOLLO
Like what?

ROCKY
Like they want us to fight, like put on an exhibition.

APOLLO
You didn't agree. You didn't commit to anything, did you?

ROCKY
Not yet.

APOLLO
You're sure.

ROCKY
Yeah, I'm not that punchy.

(CONTINUED)

B26 CONTINUED: B26

APOLLO
Great -- Then I think I've come up with a great idea -- Let's go talk -- hut one -- hut two!

Apollo makes a couple of fakes against Rocky, who grabs for the ball.

26 and 26A OMITTED 26 and 26A

27 INT. RUSSIAN TRAINING ROOM 27

The gym is very antiseptic white and resembling somewhat of an experimental laboratory.

The press stands with several minicams filming a portion of the training method of Drago.

Drago is in a tank top and sweat suit bottoms. Both garments have the insignia of the Soviet Union embroidered on.

There are a pair of electrodes hooked up to Drago's upper back. Behind him a video camera and a large computer graph with a diaphramatic readout instrument that basically charts the angle of the body when it makes impact with a stationary target.

RIMSKY
We wish to show the American press a small portion of the advances our country's made in the technology of human performance.

REPORTER
What exactly does this do to enhance performance?

RIMSKY
It makes a man a better man -- a great athlete a super athlete by harnessing all his power... But this country, like most of the world, is ignorant in body chemistry.

REPORTER
Has this been proven?

(CONTINUED)

27 CONTINUED: 27

RIMSKY
Do we not embarrass you whenever our athletes meet?

Rimsky turns to Ivan Drago and the giant throws a punch into a padded area above which is a digital readout... the meter 1650 lbs.

RIMSKY
(continuing)
Your so-called heavyweight averages seven hundred pounds of pressure per square inch. Drago averages 1650 pounds... So the result's quite obvious.

REPORTER
What results?

RIMSKY
... Whatever he hits, he destroys.

28 INT. ROCKY'S HOUSE - NIGHT 28

Apollo is pacing along the dinner table like a wildcat. Rocky and Adrian follow him with their eyes... Paulie is engrossed in watching Rocky Jr. eating a massive piece of chocolate cake.

APOLLO
The Russians know the division is damn weak and they can stomp their way up the ranks if nobody tries to stop them.

Rocky looks at Adrian and receives no response. She is definitely not enjoying this conversation.

ADRIAN
Why do you want to fight again?

Apollo looks to Rocky in a split-second of disbelief at Adrian's statement.

APOLLO
Let's say for the sport of it, and I wanna put on this fantastic exhibition match with this monster before he fights anyone else in this country... the thing is gonna be a major media event, folks.

(CONTINUED)

28 CONTINUED: 28

ADRIAN
(to Rocky Jr.)
You can get ready for bed.

ROCKY JR.
Okay.

The child takes off and Rocky re-faces Apollo.

ROCKY
Apollo, don't you think people are expectin' me to fight him first.

APOLLO
And you will, for real. All I want is an exhibition match.

ADRIAN
What's the purpose? What at this point in your life is worth getting hurt for?

Paulie pushes a button. The Robot enters carrying a bottle of beer and a glass.

APOLLO
Not money -- What's that?!

PAULIE
My new girl -- thanks, honey.

ROBOT
Yes, handsome -- You are the greatest. See ya, sport.

ROCKY
Who taught it to talk like that?

PAULIE
Nobody.

Paulie pushes a button and the Robot exits.

APOLLO
Back to business. I don't want this bum coming over here and trying to make us look bad. They try every other way, but this time we'll make them look pitiful...

(CONTINUED)

28 CONTINUED: (2) 28

ADRIAN
How much more can you take, Apollo? Either one of you?

ROCKY
What're you saying?

ADRIAN
What are you both trying to prove? You both are champions. Don't you think it's time to think about doing something else.

APOLLO
Stallion, I was in your corner when you needed me, now I'm askin' you to be in mine.

ADRIAN
(rises)
... Nice seeing you again -- and I hope you change your mind.

APOLLO
Are you with me?

ROCKY
I'll be right back.

Rocky rises and goes after Adrian.

29 INT. KITCHEN - NIGHT 29

Adrian is putting away some food.

ROCKY
Adrian, please, I don't want ya to be mad over this.

ADRIAN
I'm not mad. I just have bad feelin's about it.

She places a milk carton in the ice box.

ROCKY
Yeah... I don't know, Apollo just has this great imagination.

(CONTINUED)

29 CONTINUED: 29

ADRIAN
It is imagination! It's not real. It's not to prove he's a man anymore. Apollo just can't stand being forgotten. It's something he's got to face, you will, too. So what are you trying to prove by getting involved in this, Rocky?

ROCKY
Just that he's a friend.

Rocky turns and exits the kitchen and re-enters the dining room. Rocky faces Apollo who looks at him with an expression of apprehension... Rocky looks at Apollo and nods his acceptance. Apollo smiles.

30 INT. HOTEL LOBBY - DAY 30

Rocky is standing outside a pair of double doors for someone... After a moment he enters the double doors.

31 INT. RECEPTION HALL - DAY 31

Apollo Creed radiates despondency as he scans the many empty folding chairs... In the audience are only six reporters. Behind Apollo are several large photo blow-ups of his fight with Rocky and one from Rocky I, garbed in his Uncle Sam outfit.

Rocky steps into the high-ceilinged room and shakes his head "no" at Apollo, who moves to the podium.

APOLLO
Well, ah -- well, let's not wait for the television cameras...

A pair of REPORTERS exchange glances.

APOLLO
(continuing)
I called this exclusive press conference today -- and I mean exclusive, because as you can see, I only wanted the important writers like you all to hear what I'm about to say...

(CONTINUED)

31 CONTINUED: 31

REPORTER
... And what is that?

APOLLO
What I plan to do is something that's gonna shake this room, shake this city and definitely shake this world... With that man, Rocky Balboa, in my corner, I plan on challenging and publicly destroyin' the Russian heavyweight in an exhibition match.

REPORTER
(pause)
Why?

APOLLO
(at a slight loss)
... Because it's just meant to be -- Call it destiny.

The Reporters are not impressed.

REPORTER
Haven't you been retired for nearly five years?

APOLLO
Retired? No, sir, just been on a long vacation. Next question?

The Reporters look idly at their pads.

APOLLO
(continuing; losing poise)
Who out there wants to know my fight strategy?

A long deadly silence.

REPORTER
Why don't you fight, Rocky -- You're the man now.

Rocky glances at Apollo who is crushed by the lack of attention.

ROCKY
(very low)
... I don't know.

32 INT. HOTEL - RECEPTION ROOM - NIGHT 32

Apollo is thoroughly depressed as he sits beside his pictures on the reception room stage.

Rocky sits in the empty audience... Rocky finally breaks the silence.

ROCKY
... Apollo, don't do this to yourself.

Apollo raises his eyes.

ROCKY
(continuing)
Don't let them get to you.

APOLLO
(introverted)
I've never made myself feel like a fool.

ROCKY
You're no fool.

APOLLO
I must be -- Look at me in this room. We're alone, man -- nobody cares.

He rises.

ROCKY
... You're wrong.

APOLLO
No, you're wrong. They care when ya bleedin', they care when ya gettin' pounded to death -- But soon as ya step out of that ring, nobody cares. You spend years tryin' to get people to respect you, and years learnin' to respect yourself, then ya step out of the light for a while, and you're ancient history.

ROCKY
Maybe you set yourself up, Apollo.

APOLLO
How?

(CONTINUED)

32 CONTINUED: 32

ROCKY
Maybe you don't wanna hear this.

APOLLO
What? I wanna hear it. What?

ROCKY
It's y'know, ego.

APOLLO
I don't wanna hear this.

ROCKY
Everybody knows you're a great fighter, a great showman, y'know, and sometimes the hardest thing to admit is when the show is over.

APOLLO
When you think it's over, it really is over. It's not time to play roll-over dead. You don't think it's over for you, do you?

ROCKY
Soon.

APOLLO
If you think you're gonna get beat soon, then why the hell don't you retire before you get beat.

ROCKY
'Cause gettin' beat is all part of it, y'know --

APOLLO
You're crazy!

ROCKY
No, you're crazy! Because a real champion should win it and lose it in the ring, like you did.

APOLLO
Then what?! Where do we go; 'cause we sure as hell can't be born again.
(MORE)

(CONTINUED)

32 CONTINUED: (2) 32

APOLLO (CONT'D)
I can't accept this yet! I can't make a new life. I tried, man, but I burn inside -- I burn and it's wrecked my life -- I don't hardly see my family anymore, I don't do anything but think about being somebody again --

ROCKY
Once you're somebody you always are. But we can't stay the same forever, we gotta change.

APOLLO
Maybe we look like we're changin' to other people, but we're not changin' inside. You and me, we don't have a choice -- we can't change our breed. We are what we are, man -- I know you better than anyone, 'cause I've seen you like nobody else has seen you. I've seen that animal look, and that look can never be tamed. You and me, we can't turn it off... You have to go the limit. We have to live on the edge. We're different, man! We're never gonna fit in to a normal life -- never; 'cause we're the warriors, we're the last ones left standing, and without a war to fight, a warrior may as well be dead too!!!

33 EXT. TRAINING HEADQUARTERS - DAY 33

The taxi is seen idling in front of the large squarish industrial building. The Driver glances at his watch then glances at the building.

34 INT. TRAINING HEADQUARTERS - DAY 34

Apollo is standing with Rocky in front of a pair of security GUARDS... The Guards are blocking the fighters' passage down a long grey corridor... SOUNDS of athletes TRAINING can be heard in the background.

APOLLO
I asked you to get who's ever in charge out here.

(CONTINUED)

34 CONTINUED: 34

GUARDS
(Russian accent)
You do not have permission to be here.

APOLLO
What permission? I just want to talk.

GUARD
Leave or we call your city police.

He shoves his way past the Guard. Rocky follows.

GUARD
(continuing)
You cannot do this!

ROCKY
... He's moody.

GUARD
You cannot do this!

APOLLO
Hey, Stallion.

ROCKY
Yeah.

APOLLO
We're doing it.

ROCKY
I'm impressed.

Apollo and Rocky enter a pair of large swinging doors.

35 INT. ULTRA-MODERN GYM - DAY 35

Rocky and Apollo enter what appears to be a time warp. All the gym equipment is dazzling chrome and high tech. The likes of which the two fighters have never seen.

In the room are eight Russian fighters, ten trainers and six white-cloaked lab technicians.

Apollo boldly steps forward.

APOLLO
Hey, everybody, listen up! Apollo Creed is here in the flesh and ready to negotiate and decapitate.

(CONTINUED)

35 CONTINUED: 35

The Russians begin to murmur among themselves.

APOLLO
(continuing)
I hear you got some large potato who thinks he can rumble -- If that's so, then bring that heavy bag with eyeballs here right now so we can discuss that.
(to Rocky)
Good so far?

ROCKY
(low)
Excellent.

From behind Apollo, Ivan Rimsky appears followed closely by the massive Drago and the rest of the trainers. Koloff stands in the background.

Rocky eyes Drago and whispers to Apollo.

ROCKY
(continuing)
Apollo.

APOLLO
What?

ROCKY
He's a very large structure.

APOLLO
Details.

RIMSKY
You're trespassing.

APOLLO
(to Rimsky)
You wouldn't come to me so I came to you. As the former World Champion, I want to fight your man here in a friendly exhibition.

RIMSKY
(laughs)
Impossible...

(CONTINUED)

35 CONTINUED: (2) 35

APOLLO
Why?

RIMSKY
Why? Why, because you are has-been:

Apollo tightens and moves forward. Rocky grabs his arm. Rimsky shoots a fleeting glance at Koloff who remains hard-eyed.

RIMSKY
(continuing)
You are nothing to us. To beat you is not a worthy accomplishment; no.
(to Rocky)
But soon we fight you. You mean something.

APOLLO
Get that robot in the ring right now and I'll show you what a 'has-been' can do -- I mean nothing?! Get him in the ring!

Big Drago starts to move to Apollo. Rimsky blocks his progress and mocks Apollo in Russian and eyes Koloff again.

APOLLO
(continuing)
C'mon, any way you want it -- If you think everybody is trash, then come and get it.

Eight police led by the Security Guard burst into the room.

GUARD
... There!

APOLLO
Everybody thinks the Russians are so bad! So dangerous. To who? Not to me!

Koloff nods to Rimsky who, in turn, gives Drago an order in Russian.

(CONTINUED)

35 CONTINUED: (3) 35

Just then, Drago grabs Apollo and shoves him violently backwards. Apollo regains his balance and charges the Russian who remains as impassive as a mountain of granite.

POLICE
That's enough! Apollo, that's it! You have to go!

The police hold Apollo back as Rimsky looks at him and Rocky with disdain.

APOLLO
C'mon, right now! Let's see what you've got! C'mon -- I'm waiting for you!

The police start to guide Apollo out.

RIMSKY
You really want to get hurt, don't you?

APOLLO
I'll leave --
(to police)
I'm sorry -- no problem.
(to Drago)
Any place, any time, any where.

Apollo looks at him with a hard expression as he exits.

POLICEMAN #1
We're sorry, Rocky -- just doin' our job.

As they move down the hallway, Apollo leans over to Rocky.

APOLLO
How'd I do?

ROCKY
A little loud, but good.

APOLLO
Think they'll go for it, Stallion?

36 INT. CONFERENCE HALL - DAY 36

Apollo sits in front of a battery of microphones -- likewise Rocky... At the opposite end of the table is Koloff, Rimsky, Manuel Vega and, of course, the massive Ivan Drago.

(CONTINUED)

36 CONTINUED: 36

In front of the fighter is a wall of REPORTERS and mini-cams. Adrian and Paulie stand off to the side.

REPORTER #1
Drago, why did you choose to fight Apollo Creed first?

Rimsky leans forward.

RIMSKY
He came begging to us -- and we do not like what he represents, and after this fight he may learn respect.

REPORTER #2
How do you plan to do that?

Rimsky nods at Drago.

DRAGO
Punish him.

REPORTER #3
Apollo, do you care to elaborate?

RIMSKY
(overriding)
Let me say that we come as sportsmen, but we see that American prejudice, and arrogance is everywhere -- You have fantasy that you are leaders -- You are not! You have fantasy that this country is so very good, and we are so very bad -- All false propaganda, and perhaps the simple defeat of this old man will be an example of how pathetically weak your society has become.

Apollo rises and points at Rimsky.

APOLLO
(irate)
I can't listen to this anymore -- The press can call me a flag waver or anything else they want...

(MORE)

(CONTINUED)

36 CONTINUED: (2) 36

APOLLO (CONT'D)
... I don't care, 'cause standing up for your honor is everything; without honor you're a loser. You call this a pathetic and corrupt society? Maybe this country isn't perfect, but it sure beats any place else, 'cause here we walk around free. Here we don't have to keep our people in with a wall and machine guns. Maybe I can't do nothing 'bout changin' the world. Because I'm sure I can't, but I can say I'm a man who's proud of coming from the greatest place on earth. And I'm tellin' you and anybody else who can hear, that when we get it on, that fool's going to be the newest Russian satellite in the sky 'cause I plan on blastin' his butt to the damn moon!

DRAGO
(very hard)
The more you talk, the worse your defeat will be.

Rimsky and Drago rise.

The Russians exit. Rocky turns away from the Russian and faces Apollo.

APOLLO
So what d'you think?

ROCKY
I'm impressed again...

REPORTERS
Apollo, can we ask you a few questions... Apollo, over here!

APOLLO
You got it -- Excuse me, Stallion.

(CONTINUED)

36 CONTINUED: (3) 36

Adrian and Paulie advance. Apollo joins a cluster of Reporters.

ADRIAN
Rocky, can I talk to you? Please don't do this -- You're a champion. This is a publicity stunt, not a real fight.

ROCKY
It's important to him.

ADRIAN
Rocky, this wouldn't be happening if you weren't backing it. It's not right.

ROCKY
Maybe it's not right for me -- but it's right for him, Adrian.

37 OMITTED 37

38 INT. OLD GYM 38

Apollo is jumping rope. Rocky is observing the stop watch.

39 INT. OLD GYM 39

Apollo is sparring with a large partner. He is getting the better of him. At the height of his assault, he throws a hard right and drops the sparring partner. He turns and walks away.

APOLLO
That's good enough.

ROCKY
What?

APOLLO
Let's move on.

40 EXT. STADIUM STAIRS - DAY 40

Apollo is seen sprinting up what appears to be an endless flight of stairs. Rocky stands at the bottom and cheers him on.

ROCKY
Again!

APOLLO
Slavedriver!

Apollo starts back down.

41 INT. GYM - DAY 41

Apollo is on the heavy bag.

ROCKY
Let the right go!

42 INT. GYM - NIGHT 42

Apollo is completing a grueling series of sit-ups. Rocky's expression shows growing concern.

43 INT. GYM - NIGHT 43

Apollo is seen shadowboxing alone... Rocky is at ringside.

44 ANOTHER ANGLE 44

Apollo is jumping rope... Rocky clocks him with a stopwatch.

45 INT. GYM 45

Rocky is pounding Apollo in the midsection... Apollo lies prone on a table.

46 INT. GYM 46

Rocky is blowing bubbles and Apollo is snapping them with his lightning jabs.

47 thru 49 OMITTED 47 thru 49

49A INT. GYM - NIGHT 49A

Apollo is shadowboxing in the ring alone. Rocky observes from ringside.

ROCKY
... Time!

Apollo stops boxing.

APOLLO
Long day.

ROCKY
How do you feel?

APOLLO
I could eat nails, Stallion.

ROCKY
I think ya need another week to sharpen up.

APOLLO
No way -- I'm ready now.

ROCKY
Why don't we just postpone it a couple weeks.

APOLLO
Can't do that.

ROCKY
Apollo, we don't know nothin' about this guy.

APOLLO
What if I pull out and somebody else takes my place and whips him, where's that leave me?

ROCKY
What d'you mean, 'leave you'? It's just an exhibition.

APOLLO
That's where you're wrong! To you it's just a fight. To me, it's my last chance. Don't you understand, it's us against them. Do you always wanna be remembered as a guy who just took punches for money? Remembered as somebody who was just a pain machine?
(MORE)

(CONTINUED)

49A CONTINUED: 49A

APOLLO (CONT'D)
I don't; I wanna remember myself as somebody who did something. We gotta be more than guys standing around watching their lives go by -- and if you don't understand what I'm talkin' about now, you will when it's over.

50 EXT. HOTEL - NIGHT 50

People head into the glittering casino or ballroom above which hangs a bold marquee that reads: "SPECIAL EVENT APOLLO CREED (USA) VS. IVAN DRAGO (USSR)."

51 INT. BALLROOM AREA 51

The CAMERA MOVES DOWN FROM THE CEILING REVEALING a packed room. The room itself is more like a disco with a well-dressed audience pulsating to a live band and extra-ordinary lightshow. The entire scene has the aura of a fantastic but slightly decadent late night New York club.

Drago stands in the ring. He solemnly eyes the scene, drinking this strange environment with absolute disdain. Beside him is Rimsky and the other cornerman, Cuban, Manuel Vega. Seated nearby is the sinister presence of Kolouff... The spectators eye the Russian giant, the way they would a caged bear... Suddenly the music changes and Apollo Creed is seen entering the room.

Apollo is dressed as Uncle Sam, and striding through the crowd behind a wall of smaller ushers... Rocky stands beside Apollo. He appears concerned. Beside Rocky is Duke. Apollo is waving to the crowd with two small American flags. The crowd LOVES IT.

APOLLO
(to Rocky)
... God, it's great to be back.

Apollo reaches the band, jumps up with the players and to the crowd's delight, sings for a few seconds, then hurries to the ring... Apollo has the ropes held open by Duke and climbs into the ring.

APOLLO
(continuing; to Drago)
I want you! I want you!

ROCKY
Save your energy..

(CONTINUED)

51 CONTINUED: 51

APOLLO
Relax, Stallion, it's just a show.

ANNOUNCER (V.C.)
Ladies and gentlemen, welcome. Tonight's fight is being brought to you by Tiger Eye Promotions...

51A APOLLO'S CORNER 51A

Apollo eyes the Russian across the ring while flicking his jab into the air.

APOLLO
... We'll take him.

ANNOUNCER
... Before we go any further, I would like to announce the presence of a true fighting champion that defines the word courage -- The Stallion, Stallion Rocky Balboa!

Rocky smiles at Apollo.

ROCKY
... Excuse me.

APOLLO
Of course.

Rocky steps forward and waves at the crowd.

The RINGSIDE TELEVISION COMMENTATORS adjust their headphones and observe Rocky.

COMMENTATOR #1
The Great champion from Philadelphia -- tonight helping in Apollo's corner.

COMMENTATOR #2
Truly an odd couple if there ever was one -- Almost as odd as this location.

(CONTINUED)

51A CONTINUED: 51A

COMMENTATOR #1
Definitely a first.

Rocky returns to the corner.

PAULIE
When do I get introduced?

ROCKY
... Tomorrow.

From across the ring the giant Russian eyes them.

ANNOUNCER
Ladies and gentlemen -- Tonight's special event features two great athletes. In the blue corner weighing 221 pounds, the former heavyweight champion of the world, The Dancin' Destroyer, the Count of Monte Fisto.

PAULIE
Think ya got enough nicknames?

ANNOUNCER
The future Master of Disaster, the one and only, Apollo Creed.

Apollo settles down and the BELL RINGS for silence.

ANNOUNCER
(continuing)
In the red corner, weighing an even 261 pounds, gold medalist and the undefeated world amateur champion from the Soviet Union -- making his American boxing debut this evening, 'The Siberian Express,' Ivan Drago!

The crowd CHEERS mixed with a smattering of BOOS and Drago merely stares death-like at Apollo.

Rocky moves close to Apollo.

ROCKY
You okay?

APOLLO
Fine, Stallion.

Ringside Commentators.

(CONTINUED)

51A CONTINUED: (2) 51A

COMMENTATOR #1
The bad blood between these two can be felt all the way in the last row.

Apollo, Rocky and Paulie move to the center of the ring... Likewise, the Russian corner, Drago never removes his penetrating eyes from Apollo. His ferocious concentration is unnerving.

REFEREE
You both know the rules --

The manager, Rimsky, translates into Russian.

REFEREE
(continuing)
I want a clean fight. In the case of a knockdown, go to a mutual corner -- Good luck to you both.

DRAGO
(unnervingly)
... You cannot win.

APOLLO
... Bring it on.

The Russian continues to stare even more intently as Apollo backs into his corner.

APOLLO
(continuing)
Hurry up and ring the bell.

The Russian moves to his corner, still never breaking his stare... Rimsky gives the last minute instruction in Russian.

Duke leans through the ropes for last-minute instructions.

DUKE
Just don't get crazy -- you're the man, you're the teacher.

APOLLO
Yeah -- We're gonna do it, Stallion!

Rocky nods -- Apollo tenses as the BELL RINGS.

(CONTINUED)

51A CONTINUED: (3) 51A

The fighters move to the center of the ring and Apollo wastes no time in pushing five blinding jabs in the Russian's static stoic face.

51B RINGSIDE 51B

COMMENTATOR #1
Apollo is in great form hitting the Russian at will.

51C ROCKY IN THE CORNER 51C

ROCKY
... Keep sticking!

Apollo changes direction and continues to jab the Russian.

51D RINGSIDE - THE RUSSIAN, KOLOFF 51D

coldly eyes the action.

51E RUSSIAN'S CORNER 51E

RIMSKY
(in Russian)
Right hand over the jab!!

Apollo hits the Russian twice more when suddenly an express train right hand explodes against his jaw.

Apollo staggers back, but the Russian is on him. The Russian bombs him with hooks and right hands, most of which land... Apollo is in trouble!

51F APOLLO'S CORNER 51F

ROCKY
Tie him up! Hold him, Apollo!

51G CENTER RING 51G

Apollo attempts to clinch but in a display of shocking strength, Drago breaks the grip and shoves Apollo against the ropes... Apollo brilliantly slips under a thunderous hook and backpedals to the center of the ring.

51H APOLLO'S CORNER 51H

ROCKY
Don't stand there!

DUKE
(screams)
Move!

51J CENTER RING 51J

Apollo steps forward and unleashes his best Sunday punch in the center of the Russian's face... It barely stops the Russian's forward momentum as the enraged Russian charges in for the kill.

51K RUSSIAN'S CORNER 51K

RIMSKY
(in Russian)
Knock him out! Now!!

51L CENTER RING 51L

Apollo is valiant as he tries to ward off the attack... The Russian is now loose, and boxing with deadly grace.

51M RINGSIDE COMMENTATORS 51M

COMMENTATOR #1
The Russian has trapped Creed.

51N CENTER RING 51N

Apollo and the Russian stand toe-to-toe... using more guts than brains. Apollo tries to trade with the giant.

51P APOLLO'S CORNER 51P

ROCKY
Don't trade with him!!

PAULIE
Is he crazy!?

51Q CENTER RING 51Q

Apollo manages to step around Drago and drive an incredible flurry of three picture-perfect left/right combinations, but instead of backing up for more punching room he insanely calls for the Russian to come ahead for more.

The enraged Russian dances forward then steps to the side and smashes Apollo flush on the jaw with a sneaky right hand and nearly crumples the former champion.

Apollo slumps against the rope and the massive Russian moves in for the kill.

51R APOLLO'S CORNER 51R

ROCKY/PAULIE
Grab him! Tie him up!

51R1 RING 51R1

The BELL RINGS and Apollo staggers to his corner as the Russian mocks him.

51R2 DRAGO'S CORNER 51R2

Drago returns to his corner with an air of supreme confidence. Rimsky speaks forcefully to him in Russian, about how hard Apollo Creed hits... Drago gives a nonchalant shrug and eyes the stunned audience.

51R3 APOLLO'S CORNER 51R3

Apollo is slumped on a stool, panting. His left eye is swelling badly.

DUKE
Let's call it! The fight's finished.

APOLLO
Nuthin' is finished!

DUKE
You can't do no more, champ.

APOLLO
I'm here to fight.

(CONTINUED)

51R3 CONTINUED: 51R3

ROCKY
He's killin' ya -- I gotta stop this.

APOLLO
(panting)
Don't stop it! Promise ya won't stop it. It's what I want --

ROCKY
Don't do this to me!

APOLLO
(rises)
I'm doin' it for me. Please, it's what I want.

51S RING 51S

The BELL RINGS and once again Apollo is being crushed by the ferocious Russian. Granite hard blows rain down on Apollo. Life is progressively being pounded out of him.

51T RINGSIDE 51T

Apollo's wife screams out in fear.

MRS. CREED
Stop this fight!

51U RING 51U

Apollo is now being held up by the Russian and his lethal arching right hand punches down on the barely conscious Apollo.

51V RINGSIDE COMMENTATORS 51V

COMMENTATOR #2
Why they haven't stopped this fight is beyond me!?

51W APOLLO'S CORNER 51W

Rocky is just about ready to throw the towel in... Adrian rushes up.

ADRIAN
Rocky, he's dyin'!

51X RING 51X

Apollo turns to his corner and shakes his head "no." Rocky looks at Duke, who yells, "Throw it." Rocky looks back at Apollo and drops the towel to the floor. In a final display of raw fighting instinct, Apollo rolls off the ropes and unleashes a final flurry of jabs and hooks that manage to halt Drago's brutal assault momentarily and the crowd goes berserk.

ROCKY
He hurt him!

DUKE
Hook -- Hook!

ADRIAN
Please stop this!!

51Y CENTER RING 51Y

Rather than run, Apollo chooses to hold his ground and the Russian charges through Creed's punches and nearly crushes Apollo's head with a killing right hand bomb... He hits the defenseless champion with three more punches that nearly decapitate Creed... The Referee tries to step in to end it, but in a blind fury the Russian shoves him aside and delivers one final blow that hammers Apollo to the canvas. The back of his head collides heavily against the ring floor.

51Z AUDIENCE 51Z

The CROWD BOOS at the outrage.

51Z1 APOLLO 51Z1

Rocky and Paulie rush to Apollo, followed by the ringside PHYSICIANS.

51Z2 KOLOFF 51Z2

smiles dryly at the victory and nods his approval to Rimsky.

51Z3 RINGSIDE COMMENTATOR 51Z3

COMMENTATOR #1
There's no movement by Creed!

5124 CENTER RING 5124

Rocky removes Apollo's mouthpiece... Reporters and cameramen hover around like vultures.

ROCKY
Let the doctor in here -- Back up!!

ANNOUNCER
Winner by knockout at .52 of the second round, Ivan Drago.

The furious crowd yells out its displeasure... The victorious Russian adds insult to injury by having a large Russian flag draped around his shoulders. Rimsky guides him to the center of the ring and grabs the announcer's microphone. He hands it to Drago. There is chaos in the ring.

DRAGO
(as programmed)
My name is Drago. I cannot be defeated.

Rocky is helping place Apollo on a stretcher.

PAULIE
Everybody get the hell back!

DUKE
Move it.

ROCKY
Where's the ambulance!

DOCTOR
We've called for one.

ROCKY
There's not one here?!

A minicam glares in Rocky's face.

INTERVIEWER
How is Rocky?

DUKE
Get out of here!

The camera remains filming Drago in center ring.

DRAGO
Tonight I defeat an old man -- An inferior American fighter.

(CONTINUED)

51Z4 CONTINUED: 51Z4

Adrian catches Rocky's eye for a slicing glance and the emotional turmoil between the two is electric.

ROCKY
Get everybody out of the way!

Drago in center ring.

DRAGO
Soon I defeat real champion
and soon whole world will know
my name: Drago!

Several minicams glare their harsh lights in Drago's face... The atmosphere's chaotic.

51Z5 APOLLO'S HEAD 51Z5

is being cradled in Rocky's lap.

ROCKY
(to Paulie)
Where's the stretcher?

51AA thru 52A OMITTED 51AA thru 52A

53 INT. ARENA - NIGHT 53

REPORTER
Did you ever think the fight
would be so easy?

DRAGO
Yes -- He was old... very
weak.

53A INT. RING - NIGHT 53A

Rocky is with Apollo who is at death's door.

ROCKY
... Hold on, Apollo -- you're
strong. Believe it. If you
can hear me, grab my hand.
Grab it.

54 OMITTED 54

55 INT. RING - NIGHT 55

The press interview with Drago is still going with great enthusiasm.

REPORTER #2
Drago, Apollo Creed appears to be in very serious condition. Any comment?

Drago looks at Rimsky, who nods it is all right to speak.

DRAGO
... If he dies, he dies.

Drago eyes the confusion surrounding Apollo and exits with Rimsky.

55A RING 55A

Rocky is still with Apollo who is semi-conscious with his eyes closed.

A second -- then third minicam followed by reporters and photographers surround Rocky and Apollo.

PAULIE
Get back! Get the hell back!

ROCKY
Get that light off him.

The scene FADES FROM AN OVERHEAD SHOT into:

55B EXT. FUNERAL - DAY 55B

It is a misty day. Thirty mourners watch as Apollo's casket is being lowered into the grave... Rocky stands with Adrian and Paulie.

Apollo's wife and two children are there. Also Duke, Apollo's trainer.

Rocky raises his eyes from the descending casket and looks at Adrian... Also present are two television film crews.

Rocky places his heavyweight championship belt on the coffin... He looks back down as the coffin disappears from sight... His reddened eyes are set in a dark aura of vengeance.

(CONTINUED)

55B CONTINUED: 55B

Rocky starts to move away. He pauses in front of Mrs. Creed.

ROCKY
... I'm sorry.

Mrs. Creed remains frozen with her eyes still downcast as Rocky moves away.

MRS. CREED
Why didn't you stop it?

Rocky pauses and turns. The camera crew faces them.

COMMENTATOR
Get a shot of this.

MRS. CREED
(softly)
Why didn't you stop it -- He was your friend...
(almost to herself)
Why didn't he?

Rocky is speechless. The television camera swings onto him. Rocky is totally lost...

ROCKY
... I'm sorry.

Rocky starts to move away. Adrian steps up beside him.

ADRIAN
I know what you're thinking, don't let this happen... What if it happens to you? It could. You're not a Superman, just a man. What if you end up the same way -- Boxing has already killed your two best friends. You've said before you were afraid of losing everything, Rocky. Don't risk everything just to beat that animal.

ROCKY
... got to.

ADRIAN
Why?

(CONTINUED)

55B CONTINUED: (2) 55B

ROCKY
(softly)
... I let it happen.

Rocky turns away, leaving Adrian alone.

55C thru 60 OMITTED 55C thru 60

61 EXT. OFFICE BUILDING - NEW YORK - DAY 61

Traffic and city life abound as the CAMERA SLOWLY PANS UP a New York skyscraper... Conversation is heard above the metropolitan DIN.

62 OMITTED 62

63 INT. UNITED BOXING FEDERATION CONFERENCE ROOM - DAY 63

Rocky is seated in front of a GROUP OF FIVE MEN who sit like a gathering of the Spanish Inquisition on one side of the table, as Rocky sits alone on the other.

... The atmosphere is tense.

COMMISSIONER #1
... We've gone over the facts many times, Mr. Balboa, but the answer is still the same.

Rocky looks tired, despondent.

ROCKY
Can't you change the rules?

COMMISSIONER #2
Under the present federation rules, a fight between you and this Russian is not and will not be permitted.

Rocky shifts nervously in his seat.

COMMISSIONER #1
Let's be realistic -- The Russian -- he has yet to have one legitimate professional fight.
(MORE)

(CONTINUED)

63 CONTINUED: 63

COMMISSIONER #1 (CONT'D)
His bout with Creed was a publicity stunt that backfired -- whether you want to believe it or not, Drago is still considered an amateur.

ROCKY
It was no amateur who beat Creed to death.

COMMISSIONER #2
It's unfortunate these things happen, but they do.

COMMISSIONER #1
It was a fluke.

Rocky coldly eyes Commissioner #1.

COMMISSIONER #3
Let's be rational. Once Drago moves up in the rankings, and once he is in the top ten, you have our blessings.

ROCKY
That might be a couple of years.

COMMISSIONER #3
Yes, it could -- But if it helps prevent another fatality, it's well worth it. The best way to have boxing banned is to have one more accident.

ROCKY
What you're really sayin' is you don't think I have a chance, isn't it?

COMMISSIONER #3
What we're saying is why tempt fate -- Let's find out more about this man -- So far, he's had one professional fight, and one man is dead.

Rocky rises and heads to the door.

(CONTINUED)

63 CONTINUED: (2) 63

COMMISSIONER #1
Rocky, you want to know the bottom line on all this.
(insensitively)
We have rules and everyone has to abide by those rules.

ROCKY
(pausing)
There's gotta be a time when rules stop and people start.

Rocky exits.

64 OMITTED 64

65 INT. BANQUET ROOM - CLOSEUP - A WALL OF PHOTOGRAPHERS - DAY 65

and hot glaring mini-cam lights.

The object of their attention is Rocky, who sits behind a long table. At the other end is the Russian contingent of Drago, Rimsky and the ever-present Koloff.

Adrian sits off to the side.

Rocky stares sternly into the lights of the unrelenting cameras.

REPORTER #1
Rocky, is the decision final?

ROCKY
Yes.

REPORTER #3
Rocky -- Rocky -- over here, please. Is this the first time a champion has ever given up his crown?

ROCKY
That I don't know.

(CONTINUED)

65 CONTINUED: 65

REPORTER #2
Doesn't the title mean anything to you anymore?

ROCKY
It's my life.

The Reporters shift their attention to the Russian sector of the table.

REPORTER #4
We know you've agreed to take this fight. Do you think you're moving along too quickly?

RIMSKY
Why wait -- victory now, victory later, it makes no difference.

REPORTER #5
But Rocky Balboa will have no official championship title -- if you win, it will be a hollow victory.

RIMSKY
The world knows he is the true champion -- When he is defeated we will be recognized as the best in the world.

REPORTER #3
Drago, you were criticized for being overly aggressive in your last fight -- any comment?

RIMSKY
You Americans are the most aggressive people in the world. You have no right to criticize anyone.

Paulie shakes his head.

PAULIE
(low)
... Commie, idiot.

Rocky gives him a stern look.

REPORTER #6
Drago, any thoughts on this?

(CONTINUED)

65 CONTINUED: (2) 65

Rimsky quickly whispers in Drago's ear.

REPORTER #6
(continuing)
The question was for Drago.

RIMSKY
(snaps)
What do you say!! That we can not talk private?!

The Reporter backs up. Rimsky looks towards Kolcff who nods.

DRAGO
This will be an easy fight, no problem.

REPORTER #5
Considering Rocky's known punching power, why do you say easy?

RIMSKY
He is old-fashioned -- we're scientific. Drago is thirteen years younger and the most perfectly trained fighter ever. This other man has not the size or the stamina or the genetics to win. It is physically impossible.

REPORTER #1
Has the fight date been set?

ROCKY
In nine weeks, December twenty-fifth.

REPORTER #2
On Christmas? Why Christmas?

RIMSKY
It is what we want.

REPORTER #3
And where will it be?

RIMSKY
In Russia.

The room becomes a morass of confusion.

(CONTINUED)

65 CONTINUED: (3) 65

PAULIE
Is he nuts?!

Adrian looks on in disbelief.

REPORTER #3
Rocky, what's going on?

Rocky just stares over at Drago.

REPORTER #2
Did you say Russia?

Paulie rubs his eyes.

PAULIE
We ain't going over there?

REPORTER #4
Why Russia?

RIMSKY
This country could never judge a fight fairly. We fight in Russia or we fight nowhere --

PAULIE
You bums sayin' this country ain't fair?!

Rocky eyes Paulie who stands.

PAULIE
(continuing)
Let's see your liberty bell, pal!

RIMSKY
(standing)
Who is that?!

PAULIE
Who am I? I'm the unsilent majority, that's who I am.

REPORTER #1
Rocky, Rocky! Why did you agree to fight in Russia?

ROCKY
I'll go where I have to.

Adrian lowers her head. Drago is motioned to by Rimsky, who is motioned to by Koloff to rise and depart. Drago and his people rise. He looks over at Rocky.

(CONTINUED)

65 CONTINUED: (4) 65

DRAGO
For you, I feel one thing...

Rocky turns and eyes Drago. Flashbulbs are reflecting off their faces.

DRAGO
(continuing)
... Pity.

The tense look between the two rivals. FREEZE and --

DISSOLVE INTO:

65A FRONT PAGE SPORTS PHOTO 65A

The caption reads, "Grudge Fight Set for Soviet Union."

65B OMITTED 65B

66 EXT. ROCKY'S HOUSE - NIGHT 66

Rocky is carrying his son slung over his shoulder up the stairs... It is bedtime. Rocky Jr. is in pajamas.

ROCKY JR.
It's still early.

ROCKY
No it isn't.

ROCKY JR.
I don't want to go to sleep.

ROCKY
How are you going to grow?

ROCKY JR.
Take vitamins.

ROCKY
(smiles)
Wise guy.

ROCKY JR.
Daddy, everybody says you're gonna fight a giant man.

(CONTINUED)

66 CONTINUED: 66

ROCKY
Yeah, he's tall.

ROCKY JR.
Why?

ROCKY
It's something I've got to do.

Rocky enters his son's room which is lit by a single lamp which reveals an array of neatly placed toys.

ROCKY JR.
Kids at school say you're gonna lose. They think you're gettin' too old to fight.

ROCKY
I am, believe me.

ROCKY JR.
I want to fight, too.

ROCKY
No way!

ROCKY JR.
Why not? You do it.

ROCKY
I do it, 'cause I have to -- I do it so you won't have to. Understand?

ROCKY JR.
No.

ROCKY
... You will. I want you to use your head, not your hands to make a livin'. That's what would make me proud.

Rocky kisses his son and heads for the door.

ROCKY JR.
Daddy?

ROCKY
Yeah?

(CONTINUED)

66 CONTINUED: (2) 66

ROCKY JR.
I think you'll win.

ROCKY
I love you.

ROCKY JR.
I love you.

Rocky turns out the bedroom light.

Rocky steps out into the hallway and spies Adrian at the bottom of the staircase... they lock eyes for a fleeting moment, then they almost painfully step from each other's view.

67 INT. GYM - DAY 67

Drago is seen in the antiseptic confines of his gym... He is in the ring sparring with a partner that resembles Rocky's stature... His manager yells at a precise moment, and like the machine he is, he drops the hapless sparring dead in his tracks.

68 OMITTED 68

69 INT. GYM AREA - CLOSE SHOT - ROCKY 69

enters the gym. FLASHBULBS EXPLODE in his face. The room is crowded with gym types and many local male and female well-wishers and a contingent of children. A large flag is strung across the center of the gym, and many of those present hold small American flags, plus a couple of placards that read, "America #1," "Don't Bomb. Send Rocky," "Beat the Bear," "Pride of America," "U.S.A. All The Way."

A powerful sungun attached to a portable mini-camera blares into Rocky's eyes.

ROCKY
What is this?

Duke comes over and greets Rocky.

DUKE
Hey, Rock -- great to see ya.

(CONTINUED)

69 CONTINUED: 69

ROCKY
Thanks. How ya been? -- What is this?

DUKE
Looks like ya got people crazy around here.

An IVY LEAGUE-TYPE SPORTSCASTER steps forward... Paulie enters and steps behind Rocky.

(CONTINUED)

69 CONTINUED: 69

SPORTSCASTER
Rocky, we're from the Sports Channel. Can we have a quick word with you?

ROCKY
I have to work now.

SPORTSCASTER
Let's talk about it shall we -- Roll. We're here for what appears to be a pep rally, but in truth, it is a gathering of fight fans and well-wishers for Rocky Balboa. The reason? Today starts training for the Russian giant.
(to Rocky)
Rocky, you're here, back in the gym preparing to defend a title you no longer possess -- why?

ROCKY
Just the way things worked out.

SPORTSCASTER
There's been rumors that you totally peaked after you defeated Clubber Lang and that you're ready to be taken.

PAULIE
That's a stupid question -- Refuse comment, Rocko.

ROCKY
... There's always a chance of losin', but, it's how you lose.

SPORTSCASTER
Though the Russian is relatively unknown, the odds are even at this point -- How do you feel about this total lack of confidence by the fight authorities?

ROCKY
That's the way it is.

SPORTSCASTER
Today's sports section has stated that you, being 38 years old...
(MORE)

(CONTINUED)

69 CONTINUED: (2) 69

SPORTSCASTER (CONT'D)
... with aging legs and over 75 hard professional fights behind you that perhaps you should have retired, and now with this fight being set on Christmas Day and all, the whole event is being called 'The Immaculate Deception'. Any feelings about it?

ROCKY
Y'know, Paulie, is funny how the same guys that worked hard buildin' ya up, work harder tearing ya down.
(to Sportscaster)
Thanks for comin' over, but I gotta go now.

SPORTSCASTER
One last thing -- Don't take this wrong, but is the real reason for fighting the Russian for the glory or the guilt.

ROCKY
Guilt?

SPORTSCASTER
For what you let happen to Apollo Creed?

Rocky turns his penetrating expression from the brash Sportscaster.

ROCKY
Ya pushin' real hard. Hope ya get a raise.

70 EXT. ROCKY'S HOUSE - AFTERNOON 70

As Rocky pulls into his driveway he sees a group of WOMEN wearing red, white and blue ribbons on their coats. Rocky rolls down the window.

WOMAN
Mr. Balboa, we hope we're not disturbing you, but we represent 'The Sisters of the Revolution,' a group that upholds the American Ideals. And we would like to present you with an American Flag that has actually flown over the Capitol.

(CONTINUED)

70 CONTINUED: 70

ROCKY
Thank you.

WOMAN
You're welcome and you're an inspiration.

ROCKY
Thanks.

WOMAN
Hope you knock him out.

Rocky nods and proceeds up the driveway.

PAULIE
Don't let it bother you.
(picks up the car phone)
Am I invited to dinner, or do I call out for pizza?

ROCKY
You're invited -- just watch ya dinner talk.

PAULIE
What's wrong with it?

ROCKY
... Adrian and the kid don't wanna hear about squirrels you run over and things like that.

PAULIE
Fine, I'll just chew.

71 INT. ROCKY'S HOUSE - DUSK 71

Rocky and Paulie step through the kitchen and see Rocky Jr. making a colorful concoction in a dripping salad bowl.

ROCKY JR.
Hi, Dad.

ROCKY
Hi -- Whatta ya doing?

ROCKY JR.
Making jello --

(CONTINUED)

71 CONTINUED: 71

ROCKY
Nice color -- Don't ya wish you could swim in something like that?

ROCKY JR.
Oh, that's weird!

Adrian enters.

ADRIAN
Rocky, I'm glad you're home, we have company.

ROCKY
Who?

ADRIAN
Two men from the State Department.

Rocky steps out behind Adrian... Paulie lingers for a second and eyes the jello. He lightly grabs the child's arm in gangster fashion.

PAULIE
... Add some bananas and don't ask no questions.

72 LIVING ROOM 72

Rocky enters the beautifully decorated, though a bit overly racoco living room and TWO OFFICIAL LOOKING GENTLEMEN, one of medium height, middle forties, and the other, thicker, same age and pugnacious in appearance, put down their coffee and rise.

ADRIAN
Rocky, this is Mr. Griffin and Mr. Holmes.

Rocky nods.

GRIFFIN
Pleasure, Mr. Balboa -- I'm a big fan -- we both are.

HOLMES
Big fan.

GRIFFIN
Beautiful home here -- you're a busy man so we'll get down to the reason we're here.

At this point, Paulie enters with a half-devoured Yankee Doodle creme-filled abomination in his hand. Behind him is the robot holding -- beer.

(CONTINUED)

72 CONTINUED: 72

The guests eye Paulie.

PAULIE
(holds up Yankee Doodle)
Yo, Adrian, weren't there two Yankee Doodles left?

ADRIAN
You had one for breakfast, Paulie.

PAULIE
I had eggs and bacon.

ADRIAN
Eggs, bacon, and a Yankee Doodle, Paulie.
(to visitors)
Sorry.

HOLMES
I know you're busy so we'll get right to the point. The Bureau has been following the details of this fight for quite awhile -- and quite simply, we have been asked to ask you, that you not go to Russia and partake in a fight of this magnitude under these circumstances. We believe that this type of contest, you know, the typical us against them, can only cause the countries to move further apart and create further friction in relations.
(nervous smile)
Already people are calling it World War III.

ROCKY
I know what you're sayin'.

GRIFFIN
Of course you do -- the controversy is only going to grow, the national fervor is only going to grow, and if something very unfortunate were to happen --

HOLMES
Like if you lose.

(CONTINUED)

72 CONTINUED: (2) 72

GRIFFIN
It could happen.

HOLMES
And, with it would come tremendous international embarrassment and truthfully, at this stage of your career, you don't need unnecessary embarrassment and humiliation, and neither does the country.

GRIFFIN
I'm going to be blunt -- of all the data we reviewed, along with the extensive computer readouts, it is conclusive that you're going to lose -- I mean, Mr. Balboa, let's face it, you can't beat the computer.

ROCKY
Never fought one.
(stands)
Y'know, all I want to do is settle something for me -- I don't want to embarrass this country or anybody else. I love this country, it gave me everything I got. But this fight is about punchin' not politics -- It's just between two men.

HOLMES
It's more involved than that, Mr. Balboa.

ADRIAN
No, it isn't -- like he said, this is just between Rocky and another man, no politics, no crowd pleasin'. He's given up peace of mind, and he's ready to give up anything to do this. And you have no right to stop him, no matter what you think.

HOLMES
We can revoke your passport.

Adrian gets up and leaves.

(CONTINUED)

72 CONTINUED: (3) 72

PAULIE
He ain't doin' nothin' illegal so you ain't revokin' nothin' -- and ya not dealin' with morons here -- you guys are state employees and we're taxpayers and that means we pay you, so as ya employer, I'm revokin' youses outta those chairs and outta this house.

Rocky smiles at Paulie and exits towards the kitchen. He passes Adrian heading in the opposite direction carrying an armful of pressed clothing.

ROCKY
Thanks for standin' up for me in there.

ADRIAN
I don't believe in what you're doing, but they don't have a right to stop you, either.

Adrian moves away and Rocky enters the kitchen.

72A KITCHEN 72A

Rocky steps in and sees his son staring sullenly at the bowl of Jello-O, which has several banana peels nearby.

ROCKY
What's wrong?

ROCKY JR.
Uncle Paulie made me put bananas in it -- I hate bananas.

ROCKY
Yeah... sometimes life can be kinda rough.

73 INT. RUSSIAN TRAINING ROOM 73

Drago is hooked up to a computer readout machine by electrodes that are fastened to his upper back... He pounds away at a 1½ foot square pressure plate located in the center of a large suspended heavy bag that is fastened by chains at the bottom and top. He bombards it with thunderous blows.

74 ROCKY'S GYM - DAY 74

Flashbulbs burst from the large gathering of spectators who wave slogans and jockey for a better position to watch Rocky train.

Rocky is working the speed bag at a vengeful pace but cannot help being distracted by the excited spectators ... Paulie, who is wearing a T-shirt that reads Paulie on top and in smaller letters below, reads "a very important person." He holds the towel. Duke holds the stopwatch.

DUKE
Time! Let's get threee rounds on the heavy bag.

Paulie, Rocky and Duke move towards the heavy bag.

PAULIE
(eyes stopwatch)
Yo, I can't tolerate all these people eyeballin' -- how 'bout you?

ROCKY
(catching breath)
... Ya talk to Adrian lately?

PAULIE
Hey, she's boring lately -- If I was you I'd mark a day on the calendar, like every two weeks and give her a crack in the mouth -- that teaches.

ROCKY
Teaches what?

PAULIE
Respect, pal.

ROCKY
Ya gotta very twisted personality, Paulie -- Y'know, she's gonna have another kid.

PAULIE
No.

ROCKY
Yeah.

PAULIE
When do you get the time?

(CONTINUED)

74 CONTINUED: 74

Just then, a group of five OLDER MEN dressed in the garb of the local Veterans of Foreign Wars outfits step forward.

VETERAN
Rocky. Some of the local vets around here would like to give you this here --

He hands over a symbolic hat like they all are wearing.

VETERAN
(continuing)
-- And we hope you knock the hell out of him, for America and local Veterans of Foreign Wars.

ROCKY
... Thanks, but I'm --

VETERAN
(overriding)
Let's have a picture with you -- Bob, take it.

Before Rocky can object, the group of men line up behind him. Each one holds a small flag on a stick over Rocky's head and a FLASH goes off... Paulie's expression reflects his growing sympathy for Rocky's plight.

75 EXT. ROCKY'S HOUSE - NIGHT 75

Rocky and Paulie veer from the street and head into the driveway. Out in front of the driveway is a gathering of twenty people. Several have flags. They begin to cheer as Rocky enters.

PAULIE
And I thought I had a lotta pressure.

FANS
We love ya, Rock! -- Beat him, Rock! -- How 'bout an autograph, champ -- Hey, Rock, give my kid a kiss, come on, make him a winner!

Rocky forces a smile but his eyes are vacant. The scene slowly DISSOLVES THROUGH the frantic fans.

76 EXT. ROCKY'S HOME - NIGHT 76

The large home is dark except for one light on in the downstairs window.

77 INT. DEN - NIGHT 77

The CAMERA PANS AROUND the many lovely possessions and array of awards and finally comes to SETTLE ON Rocky who is silhouetted by the light emanating from a single lamp... Rocky is putting away his awards into boxes.

Adrian enters dressed in a housecoat and obviously just awakened.

ADRIAN
Rocky -- ?

ROCKY
... Yeah.

ADRIAN
Are you all right?

She moves deeper into the room.

ROCKY
... Yeah. I'm just puttin' this stuff away.

ADRIAN
Why?

ROCKY
They remind me of things, y'know, I did in the past -- I just wanna think about what I gotta do now.

ADRIAN
You don't have to do anything.

ROCKY
... I gotta leave here, Adrian.

ADRIAN
Why?

ROCKY
(gently)
I can't get ready here. Too many things interruptin' --

(CONTINUED)

77 CONTINUED: 77

ADRIAN
Then find another gym.

ROCKY
It's not the gym -- it's here. I gotta get all this off my mind.

ADRIAN
All this? You mean your family.

Rocky does not answer.

ADRIAN
(continuing)
So where are you going?

ROCKY
They're gonna let me train in Russia. I wanna train where there's nobody I know.

ADRIAN
Rocky, don't do this. Give it some time.

ROCKY
I don't have so much time.

ADRIAN
You're not the only one who lives with hurt. Lots of people do.

ROCKY
A lotta people don't have a choice, I do.

ADRIAN
And for that you're willing to maybe lose everything!

ROCKY
I can't live feelin' like I do inside. I gotta get it out.

ADRIAN
You're the one who's keepin' this revenge thing going! When Apollo fought it wasn't for vengeance, it was for a cause.
(MORE)

(CONTINUED)

77 CONTINUED: (2) 77

ADRIAN (CONT'D)
Rocky, please don't do this to yourself. After all the hell you've been through, you'd think you'd had enough. If you don't care about me, care about your son and the baby.

ROCKY
I do --

ADRIAN
Then don't throw it all away. Before there were reasons for fighting I could understand, but this I can't! I can't understand. Because even if you win, what have you won? Apollo's still gone... Why can't you change your way of thinking? Everyone else does!

ROCKY
'Cause I'm a fighter. I didn't ask to be one, but that's what I am. That's the way I'm made. That's what you married. Sometimes I wish I was like other people, but I'm not. We can't change what we really are. You can change the outside, but not the inside.

ADRIAN
But you can't win -- you've seen what he can do -- you read what the papers say. Everyone thinks it's suicide.

ROCKY
No, I can't beat Drago on speed, on power, on nothing, Adrian. The only thing I can do is take everything he's got and ask for more -- 'Cause to beat me, he's gonna have to kill me and to do that he has to have the heart to stand in front of me -- to do that, he has to be willin' to die himself. Is he?

Rocky exits the room, leaving Adrian alone in her despair.

78 EXT. ROCKY'S HOUSE - DRIVEWAY - MORNING 78

Paulie stands at the rear of a limo, watching the bags being loaded into the trunk.

PAULIE
(to driver)
Careful with the plaid ones -- they're mine.

79 INT. ROCKY JR.'S BEDROOM - MORNING 79

Rocky sits at the side of his son's bed.

The CAMERA SLOWLY DOLLIES IN on the scene.

ROCKY JR.
When will you be back?

ROCKY
Soon as I can.

ROCKY JR.
Are you scared?

ROCKY
No.

ROCKY JR.
Yes you are -- a little maybe?

ROCKY
Would you be?

ROCKY JR.
If a huge giant wanted to beat me up, I'd be real scared.

ROCKY
The truth is, sometimes I get scared, and I'm so beat-up I can't lift my arms no more and hurtin' so much I'm hoping the other guy knocks me out so it all goes away -- But there's another part of me that is not scared, that wants to take more, to go one more round -- 'cause going that one more round when ya don't think you can, is what will make the difference in your life.
(MORE)

(CONTINUED)

79 CONTINUED: 79

ROCKY (CONT'D)
(strokes child's head)
Ya know, when ya get older, ya gonna have to do some things that everybody else thinks is wrong. But it'll be right for you -- and you've got to do it. Understand? And remember, Daddy loves you more than anything in the world. Always remember that, okay?

ROCKY JR.
... Okay.

They embrace as the scene ends.

80 INT. ROCKY'S STAIRCASE - MORNING 80

Rocky comes down holding his coat. Adrian is waiting at the bottom.

ROCKY
Well, I guess this is it.

Adrian nods.

ADRIAN
I can't make you stay?

Adrian slowly shakes her head no. Rocky embraces her and they kiss.

PAULIE (O.S.)
Come on! The meter's running.

ROCKY
I love you.

ADRIAN
Oh, Rocky, I don't want you to go -- Please don't.

ROCKY
Remember once I told ya I'd never ask you to stop being a woman -- Don't ask me to stop being a man.

(CONTINUED)

80 CONTINUED: 80

Rocky turns and enters the limo... Adrian stares defeatedly at the departure.

80A OMITTED 80A

81 EXT. LENINGRAD AIRPORT - DAY 81

A massive 747 jumbo jet sets down on the runway.

82 EXT. AIRPORT FRONT ENTRANCE - DAY 82

A pair of GOVERNMENT OFFICIALS exit the terminal followed by Rocky, Paulie and Duke, the Cutman.

Rocky is wearing a heavy short jacket, less sartorial and more earthy, whereas Paulie is wearing an overly thick insulated worn-out jacket with "National Rifle Association" and a flag embroidered on the back... On his head is a Philadelphia Eagles wool cap which is perched about a pair of fake dirty white rabbit earmuffs. Duke is also there in a heavy wool jacket.

PAULIE
This is Russia -- It don't look so tough.

ROCKY
You took Adrian's earmuffs, didn't ya?

PAULIE
They look better on me.

ROCKY
How ya feelin', Duke?

DUKE
Good, but cold, man.

They arrive at a dark car. The Government Officials stand waiting.

OFFICIAL #1
Mr. Balboa?

(CONTINUED)

82 CONTINUED: 82

ROCKY
Yeah.

OFFICIAL #1
(cold)
We will take you to your quarters now -- your bags will be brought after they have been cleared -- please get in now.

PAULIE
(low to Rocky)
Guy sounds like Dracula's brother.

Rocky eyes the expressionless Official and disappears into the auto.

83 EXT. COUNTRY HOUSE - DAY 83

The car pulls up to a rather plain looking farmhouse with an overwhelming aura of loneliness... A second dark car pulls in behind Rocky's car, but the two occupants remain inside.

OFFICIAL
(gestures at house)
Like you requested, yes?

Rocky nods.

PAULIE
You asked for this dump?

ROCKY
Yeah.

PAULIE
Why? You plan on growin' potatoes or something?

ROCKY
I just wanna be away from things.

PAULIE
What a depressin' vacation.

OFFICIAL
The equipment you requested is in the barn -- this way.

(CONTINUED)

83 CONTINUED: 83

They walk towards a large barn... Rocky gestures at the two men seated in the trailing car.

ROCKY
Who are they?

OFFICIAL
They are assigned to you.
Official chaperones, yes?
Where you go, they go.

84 INT. BARN - DAY 84

The barn door opens and all the men are FRAMED in the backlit entryway.

OFFICIAL
I hope this is satisfactory.

Rocky steps forward for a closer look at the dull, oppressive interior. In the room is a heavy bag, speed bag, and a double end bag.

Shafts of light from high ventilation windows provide a most secular aura.

PAULIE
I'm havin' a bad dream here.

ROCKY
(to Official)
... It's okay.

PAULIE
Okay for a retarded reindeer --
This is beneath human standards here. Complain, will ya...
We'll crack out here!

DUKE
When do the sparring partners get here?

OFFICIAL
I do not understand? We provide no sparring partners.

DUKE
We were supposed to have them --

OFFICIAL
This I don't know, but you have everything I have been instructed to provide -- we are done, yes.

(CONTINUED)

84 CONTINUED: 84

PAULIE
What about sparring? -- I mean I'd spar with ya, but I'd lose control.

ROCKY
We don't need it.

Rocky looks at the gym and starts to move out.

Rocky steps outside and sees the two policemen still seated in the dark just watching. The two lock stares for a moment.

ROCKY
(continuing; turning away)
Let's go.

85 INT. RUSSIAN HOUSE - BEDROOM - DAY 85

On the mirror are pictures of Adrian, Rocky Jr., and off to the side, Drago. Rocky steps INTO VIEW and studies it with intense concentration, then moves away.

Rocky steps out of his spartan bedroom.

86 EXT. RUSSIAN HOUSE - DAY 86

Rocky steps outside. Paulie is waiting with Duke... In the b.g. are the two policemen.

PAULIE
Don't those bums ever get tired?

ROCKY
They're doin' their job.
(to Duke)
We better start.

Moves away.

PAULIE
Start what? No sparring, no nothin' -- How can he train like this?

(CONTINUED)

86 CONTINUED: 86

DUKE
'Cause what he's gotta train don't need sparrin' -- He's gotta train what's in here.

Gestures to his heart.

PAULIE
To do what?

DUKE
... To not care.

BEGIN TRAINING MONTAGE:

87 EXT. FLATLAND - DAY 87

Rocky is seen running across barren frozen flatland... a tiny figure all alone... the CAMERA PANS and REVEALS the secret police watching...

88 INT. GYM 88

Drago is seen on a treadmill running in the sterile confines of his gym.

89 INT. BARN 89

Rocky is pounding away at the heavy bag in the dark barn. A large log fire in the center of the barn blazes and turns the barn into a sweat box.

90 INT. GYM 90

Drago hits the heavy bag with such force that it takes two men to hold it steady.

91 EXT. WOODS - DAY 91

Rocky is seen chopping wood alone.

92 INT. GYM - DAY 92

Drago is working on a modern piece of Nautilus-type exercise equipment... His pulse and blood pressure are being monitored by fastened electrodes which read out on the computer.

92A EXT. BARN - DAY 92A

Rocky is loading rocks into an old, formerly horsedrawn sled.

92B EXT. SNOW TRAIL - DAY 92B

Rocky is seen pulling the incredibly heavy and cumbersome sled along the flatlands.

93 INT. BARN 93

Rocky is doing incline sit-ups while Duke pounds his stomach with a medicine ball.

94 INT. GYM 94

Drago is using a high-tech machine that is chrome with water-filled cannisters for his legs. He performs the dramatic stretching exercise with great power.

95 INT. ROCKY'S BEDROOM - NIGHT 95

A single lamp on the dresser shows Rocky staring at the photograph of Drago.

96 EXT. ROAD 96

Rocky passes several farmhouses in the bitter morning cold... a pair of Russian peasants leading a cow, stare as he passes...

97 INT. GYM - DAY 97

Drago is using the speed bag with great fluid movement.

98 EXT. FIELD 98

Rocky pulls the sled across another snow-covered field. His face is wind-burned and ice has formed on his eyebrows and strands of hair that hang beneath his wool cap.

99 INT. GYM 99

Drago is sparring. After several flicking jabs, he pulverizes a hapless sparring partner with a single right hand.

100 INT. BARN 100

Rocky jumps rope and runs backwards and forwards while spinning.

(CONTINUED)

100 CONTINUED: 100

Rocky hits the speed bag.

Rocky climbs a thick hemp rope hanging from a beam twenty feet overhead.

Rocky does pull-ups behind his neck.

Rocky ducks underneath a rope held taut by Duke.

100A INT. BEDROOM - NIGHT 100A

Rocky removes Adrian's picture from the mirror.

101 INT. GYM 101

Drago uses a modern water machine for behind the neck presses.

Drago sprints harder on the incline treadmill.

Drago is being rubbed down by two trainers.

Drago floors another sparring partner with ease.

102 EXT. MOUNTAINSIDE 102

Rocky is seen pulling the sled up the torturous incline, until he buckles from exhaustion.

103 INT. BEDROOM - NIGHT 103

Rocky removes Rocky Jr.'s picture from the mirror. Only Drago's picture remains. Rocky's bearded and shadowed face stares at his rival with intense concentration.

104 INT. BARN - NIGHT 104

In the flames given off by the intense log fire, Rocky is seen doing handstand pushups against the barn wall.

105 EXT. MOUNTAINSIDE 105

Rocky is seen pulling the rock-filled sled further up the mountain.

106 EXT. WOODS 106

Rocky chops furiously at a massive tree.

107 EXT. MOUNTAINSIDE 107

Rocky continues to ascend with the sled. His body is being pushed to the limit.

108 INT. BARN 108

Rocky insanely assaults the heavy bag. Paulie can barely hang on.

109 EXT. MOUNTAINSIDE 109

Rocky is nearly at its peak with the sled.

110 INT. BARN 110

Rocky climbs to the top of the rope and slaps the beam.

111 EXT. MOUNTAINSIDE 111

Rocky finally reaches the top of the awesome hill and breathing as though he were going to explode, stares down into the valley below with chilling defiance... He hoists the massive sled onto its side and sends it spilling into space.

ROCKY
Dddrraaaggggooooooo!!

The Russian's name REVERBERATES DOWN the mountain as the stone plummets to earth. END TRAINING MONTAGE.

112 OMITTED 112

112A EXT. RUSSIAN HOUSE - DAY 112A

Rocky has returned home after his grueling ordeal of training. As he approaches the house, the door opens and Adrian steps out. She is beautifully dressed in a fur coat and hat, a stark contrast to Rocky's garments. Rocky stops at the sight of her, then almost timidly approaches. Adrian is taken aback by the hardened and worn expression on her husband's face.

ADRIAN
I couldn't stay away any more.

Rocky nods and moves closer, but his expression stays the same.

ADRIAN
(continuing)
I missed you so much.

ROCKY
... I missed you.

ADRIAN
I'm with you no matter what?

ROCKY
No matter what?

(CONTINUED)

112A CONTINUED: 112A

ADRIAN
No matter what.

Rocky kisses her and the SCENE FADES.

113 and 114 OMITTED 113 and 114

115 EXT. RUSSIAN SPORTS ARENA - NIGHT 115

People garbed in their heavy winter clothing, file into the thickly constructed arena.

116 INT. ARENA 116

The arena is mostly packed with native Russians. Soviet symbols and posters of past political leaders hang in every corner of the dark arena. One particularly massive red flag with the Soviet Hammer and Sickle is stretched across the private box of the highest ranking Soviet officials.

We see RINGSIDE COMMENTATORS from Japan, South America, England, Italy, and, of course, America.

117 INT. DRAGO'S DRESSING ROOM - CLOSEUP - DRAGO'S HANDS 117

being taped.

118 INT. ROCKY'S DRESSING ROOM - EXTREME CLOSEUP - ROCKY'S HAND 118

being taped. A FLASH CUT of his eyes.

119 INT. DRAGO'S DRESSING ROOM 119

Drago's back muscles are being greased up.

120 INT. ROCKY'S DRESSING ROOM 120

Rocky's back and arms are being greased up.

121 ARENA RINGSIDE 121

The pair of AMERICAN COMMENTATORS face a portable television camera.

COMMENTATOR #1
Well, good evening, ladies and gentlemen from around the world, welcome to what will be the most widely watched ring battle in history -- the 'Iron Horse' from America, Rocky Balboa, taking on the 'Siberian Express,' Ivan Drago, in what has been touted as a mini-World War III.

122 INT. DRAGO'S DRESSING ROOM 122

Drago stands in front of the mirror snapping out punches. He pauses, takes a deep breath and spits in disdain.

123 INT. ROCKY'S DRESSING ROOM - MATCH CUT 123

From the preceding scene, finds Rocky praying alone in the lavatory. Once done, he rises and crosses to Adrian at the doorway.

ROCKY
... It'll be all right.

PAULIE
Yo, Rocko --

ROCKY
... Yeah.

PAULIE
Listen, I know ya kinda busy now, but I just wanna tell ya something I never told ya. What I seen ya do here, what I seen ya give up, and what ya gotta do next -- all this, y'know, makes you look great to me -- I know I act stupid sometimes and say stupid things, but you letting me stay with ya all these years, a lotta people woulda just said get ridda that bum, but ya give me respect -- It's hard to say these things 'cause I'm not this way, but if I could unzip myself and step out and be somebody else, I'd wanna be you... Ya all heart, Rocko.

ROCKY
Thanks, Paulie.

PAULIE
Hey, Rocko... Beat the guy's brains in.

124 INT. ARENA - VARIOUS SHOTS 124

A SHOT of the Italian commentators speaking.

(CONTINUED)

124 CONTINUED: 124

A SHOT of the Japanese commentators speaking.

A CLOSEUP of the American Commentators speaking.

COMMENTATOR #2
Rumor has it, Rocky trained himself for this fight, but as strong as he may be, his strength is certainly dwarfed by Drago's massiveness.

124A OMITTED 124A

124A1 ROCKY'S HOUSE 124A1

Rocky, Jr. and several of his friends are glued around the television.

ROCKY JR.
Does anybody want to bet?

124A2 COMMENTATOR #1 124A2

COMMENTATOR #1
Drago's power is without question, as evidenced by the tragedy of Apollo Creed -- Balboa may be ready, but with speed, age and size against him, most experts have Balboa on the losing end. I might note this is the most widely viewed sporting event in recent history. Streets here and in America are virtually empty.

124A3 INT. ARENA 124A3

The SOUND of BOOING and piercing WHISTLES cut through the arena.

COMMENTATOR #1
One of the fighters -- yes, the ex-champ Rocky Balboa is making his way down to the ring... listen to this crowd!

124A4 CROWD - SEVERAL DIFFERENT ANGLES 124A4

JEERING Rocky.

Rocky, Paulie and Duke move forward.

COMMENTATOR #2
We knew he wouldn't be popular but this borders on pure hatred, folks!

Rocky, Paulie and Duke head past the hostile crowd to the ring... Rocky stares straight as though in a trance.

COMMENTATOR #1
Rocky's face is like stone -- It seems the booing crowd has no effect on his concentration.

Rocky glances up at the huge red Soviet flag that hangs above the dignitaries' box and locks eyes with the Soviet Prime Minister.

COMMENTATOR #2
The ex-champ has a look tonight that could burn through lead.

Rocky passes the Commentator and enters the ring and the BOOING escalates.

COMMENTATOR #2
(continuing)
This crowd sounds insane.

COMMENTATOR #1
It has to be bothering the ex-champ.

COMMENTATOR #2
If it is, he's not showing it. I've never seen such tension at a sporting event.

Rocky shakes his muscles loose and ignores the JEERING.

Just then the jeering turns to CHEERS as Drago and company enter the arena... all present rise and the RUSSIAN NATIONAL ANTHEM is PLAYED.

Drago is a towering structure of confidence.

(CONTINUED)

124A4 CONTINUED: (2) 124A4

Rocky watches Drago approaching and his face tightens with anticipation.

As Drago passes the dignitaries' box, he nods his head in respect and continues on.

124A5 RING 124A5

Drago enters the ring and glares at Rocky as he gracefully shakes his muscles loose.

CUTS of the Russian ringside Sportscaster speaking rapidly.

CUTS of the South American Sports Announcer speaking.

American Commentator.

COMMENTATOR #1
Look at those expressions -- This is like waiting for a volcano to explode.

COMMENTATOR #2
It sure is.

124A6 RING 124A6

Paulie rubs Rocky's back.

PAULIE
Ya goin' all the way tonight, Rocko.

ROCKY
All the way.

The Russian spectators start a droning CHANT, resembling the type heard at soccer games and the arena walls REVERBERATE.

Drago waves to the packed house and removes his robe. On the corner of his dark maroon trunks is the Russian symbol of the hammer and sickle.

The BELL is RUNG and both fighters are summoned into the center of the ring by the Referee... the CHANTING MOUNTS.

REFEREE
(in Russian)
Fight clean, break clean --

(CONTINUED)

124A6 CONTINUED: 124A6

PAULIE
Tonight's your night.

REFEREE
... go to a neutral corner during a knockdown -- now fight.

PAULIE
(to Referee)
Try speakin' American, ace.

124A7 INT. ROCKY'S HOUSE - NIGHT 124A7

Rocky Jr. sits with his FRIENDS.

ROCKY JR.
That's my dad.

FRIEND
We know, you said that ten times!

124A8 BACK TO RING 124A8

Drago glares at Rocky.

DRAGO
... I will break you.

ROCKY
... Go for it.

Rocky returns to his corner; Drago to his.

124A9 DRAGO'S CORNER 124A9

Rimsky the manager steps out of the ring while addressing the Russian fighter.

RIMSKY
(subtitled)
The world is watching -- you must beat him. You must disgrace him!

124B ROCKY'S CORNER 124B

Rocky shakes his neck loose as Paulie loosens Rocky's robe.

DUKE
You're the man, Rock. There's no better -- do what ya come to do! Do it.

(CONTINUED)

124B CONTINUED: 124B

Rocky nods and sees Adrian sitting in a designated front row seat.

Rocky finally has his robe removed beneath while he is wearing Apollo Creed's red, white and blue trunks... The arena goes insane at the patriotic sight.

ROCKY
Now we know one thing.

DUKE
What?

ROCKY
Nobody here is color blind.

Rocky glances at Adrian, then quickly bends to one knee and makes the sign of the cross... He rises and locks his combative eyes with Drago, who smirks in disdain.

The BELL RINGS.

Rocky fires out of his corner and the big Russian circles to the side flashing stiff jabs and keeping Rocky off-balance.

As Rocky continues to flail away at the body, Drago continues to bomb the Italian at will. He clearly is not intimidated by his opponent at all.

PAULIE
Go after him, Rocko!

Rocky leaps up and cracks Drago with a murderous right hook, but the Russian merely shrugs it off and smirks... The crowd GOES WILD.

124B1 OMITTED 124B1

124B2 RINGSIDE COMMENTATORS 124B2

COMMENTATOR #1
Rocky comes firing from his corner, but is met with stiff opposition... The Russian, with massive reach, is keeping the Philly Slugger off balance.

COMMENTATOR #2
Rocky just pulverized Drago with a leaping hook --

(CONTINUED)

124B2 CONTINUED: 124B2

COMMENTATOR #1
And Drago just smiled!!!

Rocky goes after the Russian with a vengeance, but to no avail.

Adrian's expression is brimming with concern.

Drago is being CHEERED on by the rabid spectators, and responds by catching Rocky off guard and commences with a vicious assault that nearly topples Rocky. The crowd leaps to their feet as one.

Adrian is on her feet.

ADRIAN
Back up!!!

Paulie and Duke are frantic.

DUKE
Christ, tie him up!

The Commentators are flushed with excitement.

COMMENTATOR #1
Rocky's hurt! He woke the giant up and is paying the price!

COMMENTATOR #2
He's cut, too!

In the center of the ring, Rocky is trying to remain upright, but the bombardment is intensifying. Rocky is knocked down.

COMMENTATOR #1
The ex-Champ is down!

The crowd leaps to their feet.

Rocky rises and motions that he is all right... Drago mocks him. Drago attacks.

Rocky now employs the skill he learned from Apollo Creed. With deft, quick movements, he evades the majority of Drago's blows and seems to be successfully weathering the storm... Suddenly he is pounded down again. Rocky is stunned, but rises to his feet. The crowd's CRAZED.

(CONTINUED)

124B2 CONTINUED: (2) 124B2

COMMENTATOR #2
Rocky was smashed to the canvas.

COMMENTATOR #1
But he wants more!

ADRIAN
Rocky, don't!

Rimsky motions to Drago to move in for the kill.

124B3 RINGSIDE 124B3

SOUTH AMERICAN COMMENTATOR
(in Spanish)
Magnificent offense by Drago!

124B4 INT. ROCKY'S HOUSE - NIGHT 124B4

Rocky Jr. in front of the television.

AMERICAN COMMENTATOR (V.O.)
Amazing -- Balboa has taken Drago's heavy bombs and is running for his life.

FRIEND
Your dad's getting smashed.

124B5 RING 124B5

Drago, with unexpected speed, attempts to cut off the ring and corner Rocky... Rocky miraculously slips out of the corner and whips a powerful three-punch combination into Drago's stomach...

124B6 RINGSIDE 124B6

PAULIE
Go, Rocko! Beat his ass!!!

124B7 RING 124B7

Rocky side-steps a whistling hook and drives another series of body blows into Drago.

124B8 RINGSIDE 124B8

ADRIAN
Get him!

124B9 DRAGO'S CORNER 124B9

The manager, Rimsky, is going insane.

RIMSKY
(in Russian)
Defense, you fool!!! Defense!!!

124C RING 124C

Rocky appears to be getting the upper hand, and Drago's face becomes more maniacal.

124C1 DRAGO'S CORNER 124C1

RIMSKY
Don't wait! Attack!!!

124C2 RING 124C2

As if a button for computerized frenzy has been pushed, Drago unleashes a violent fist-storm that sends Rocky reeling backwards and into a corner. Rocky is dropped again. Rocky shakes it off and rises to face Drago.

124C3 RINGSIDE 124C3

COMMENTATOR #1 (V.O.)
The southpaw is in serious trouble -- If they don't stop this, someone's going to get killed.

124C3A ROCKY'S CORNER 124C3A

Adrian moves to Paulie.

ADRIAN
Stop it, Paulie!

Rocky nods he's all right to his corner.

(CONTINUED)

124C3A CONTINUED: 124C3A

DUKE
Don't --

124C3B DRAGO'S CORNER 124C3B

Rimsky is very incensed at Rocky's resiliency.

RIMSKY
Destroy him! What is wrong!

Drago flushes with embarrassment.

124C4 RING 124C4

Drago charges and rains blow after blow on Rocky and several times Rocky's knees buckle. When all appears lost, the BELL RINGS.

Drago glares at Rocky with undiluted hatred.

DRAGO
... I will kill you!

The audience starts a groaning CHANT, repeating Drago's name over and over with mounting intensity.

124C5 ROCKY'S CORNER 124C5

Paulie and Duke guide him to his seat.

DUKE
Give him water! What's happenin' out there?!

ROCKY
He's winnin'.

124C6 DRAGO'S CORNER 124C6

Rimsky stands directly in front of Drago as the cornermen attend the fighter... Dialogue is SUBTITLED.

(CONTINUED)

124C6 CONTINUED: 124C6

RIMSKY
(in Russian)
You are not doing as you're told! He is small, he is weak! You are the strongest!

Drago nods and stares across the ring at Rocky.

124C7 ROCKY'S CORNER 124C7

DUKE
Stay in his face -- he'll tire out. He's never been hurt! You hurt him you'll take his heart. Give him the hurt!

124C8 RINGSIDE 124C8

Adrian sits on the edge of her chair, lost in a vortex of confusion. She starts to rise; reconsiders, then resits... The BELL RINGS.

The audience's CHANT continues to mount.

124C9 RINGSIDE 124C9

COMMENTATOR #1
There's the bell for round two of this one-sided battle!

COMMENTATOR #2
It will take more than luck for Rocky to survive this round.

124D RING 124D

Rocky fires out of his corner with renewed energy!

DUKE
Tear him up.

Rocky explodes into Drago's body with both fists pounding like rampaging pistons... Drago is startled and moves backwards.

124D1 DIGNITARIES' BOX 124D1

All the high-ranking officials' faces show concern...

124D2 RING 124D2

Rocky slips Drago's countering lethal jabs and continues his blistering pace... The audience is angry and VOCAL.

124D3 RINGSIDE 124D3

PAULIE
Take his heart, Rocko!

124D4 ANOTHER ANGLE - RINGSIDE 124D4

Adrian looks revitalized.

ADRIAN
(low)
Please.

Rocky tries to bull ahead, but Drago holds him off with a painful straight right hand. Rocky wades through its concisive force and maintains his assault.

124D5 INT. ROCKY'S HOUSE - NIGHT 124D5

Rocky Jr. and group. The kids are jumping up and down.

COMMENTATOR #2 (V.O.)
Rocky is tearing holes through the Russian!

ROCKY JR.
Incredible.

124D6 RING 124D6

Rocky continues to fight like a mongoose against a cobra. He lunges forward with a single violent combination, then leaps back before Drago can effectively counter.

124D7 ROCKY'S CORNER 124D7

Paulie is ecstatic.

PAULIE
Chop him down!!!

124D8 THE CROWD 124D8

The majority of the audience is standing and JEERING.

124D9 RING 124D9

Rocky's attack is suddenly halted by a frenzied counter attack that has Rocky stunned and reeling backwards... The crowd CHEERS. Though stunned, Rocky halts his backward momentum and tears back into the Russian.

Drago's force is seen in all its terrifying agility as he nearly decapitates Rocky with a series of ring-hand bombs.

124E ROCKY'S CORNER 124E

DUKE
Stay with him!

124E1 RINGSIDE 124E1

Adrian cringes in fear.

124E2 RING 124E2

Though very hurt, Rocky stays with the vicious Russian, staggering, swaying, bouncing off the ropes, but taking the big man's best.

124E3 RINGSIDE 124E3

COMMENTATOR #1
Rocky should be out! But he's fighting back!

COMMENTATOR #2
Lethal punch after punch! Amazing willpower -- ! The Russian is cut! He's cut!!!

124E4 RING 124E4

Rocky catches the Soviet with a sledgehammer punch that cuts Drago over the eye. Drago touches the blood and goes berserk. The Russian continues to rain punch after punch on Rocky, but the Italian refuses to buckle... The carnage is finally stopped by the BELL.

(CONTINUED)

124E4 CONTINUED: 124E4

Drago's expression is serious. His chest heaves from expended energy.

DRAGO
... I will kill you!

Drago starts to move away.

ROCKY
Drago!

The huge fighter glares over his shoulder as he heads to his corner.

ROCKY
(continuing)
... You're bleedin'.

The Russian tenses, and Rocky heads for his corner... The crowd is ECSTATIC over the competitiveness.

124E5 RINGSIDE 124E5

COMMENTATOR #1
Balboa, hurt and tired, took the Russian's best -- but how much punishment can a human being withstand?!

124E6 ROCKY'S CORNER 124E6

Rocky sits as Duke tends to his cut.

PAULIE
Ya doin' great, Rock, great -- I couldn't do no better, really.

ROCKY
... Thanks.

DUKE
He's cut bad! You got him worried. You hurt him.

Rocky glances over at Adrian and nods that everything is all right.

124E7 DRAGO'S CORNER 124E7

Rimsky and the cornermen are attending the fighter.

DRAGO
How is my eye?

RIMSKY
(in Russian)
How can you do this!? He is easy for you! To be cut by this man is a disgrace.

DRAGO
He fights like an animal. How is my eye?

RIMSKY
He is nothing! He is weak!

DRAGO
You are wrong. He is like stone.

124E8 RINGSIDE 124E8

COMMENTATOR #1
Rocky may be on the receiving end so far, but he's here to fight. This is shaping up into a personal war, and right now it's anybody's fight.

124E9 ROCKY'S CORNER 124E9

DUKE
You know what you gotta do, so do it, Rock -- All the way.

Rocky stares across the ring at Drago and nods... The BELL RINGS.

What begins is an extremely dramatic MONTAGE depicting an epic back and forth battle between the two rivals ... The insanity of the crowd who is slowly being won over by Rocky, who is displaying impossible courage by withstanding thunderous assaults and coming back for more.

... Between rounds it is apparent that Drago's confidence is waning as reflected in his rapidly swelling face.

... By contrast, Rocky's savaged face radiates an unshakable confidence, as if drawing from some bottomless spiritual well.

(CONTINUED)

124E9 CONTINUED: 124E9

The Russian Premier and his delegation are becoming expressly concerned.

Adrian watches this nightmare unfolding with great inner strength.

Paulie is frenzied, devoted and demonic in his desire to cheer Rocky on to new highs in battle.

The rounds continue to slip by until we arrive at the fourteenth... Both men are on the verge of collapse. Rocky continues to stand with Drago, but suddenly Drago catches Rocky with a mighty right hand, and Rocky staggers back. Drago senses the kill and, with total abundance, bombs Rocky until the slugger is pounded to the canvas.

Rocky looks up with glazed eyes as Drago glares down at him through badly swollen eyes.

He looks over at his corner at Paulie and Duke who are nearly out of focus... The SOUND of the REFEREE fills his head.

Rocky rises to his feet and, without hesitation, charges after Drago and actually has the giant backing up in wonderment... The crowd is BERSERK... The round ends with Rocky beckoning for Drago to come ahead and fight more. Most of the Russian spectators stand and APPLAUD Rocky's gallantry.

124F RINGSIDE 124F

COMMENTATOR #1
This place is ready to explode! An incredible fight with neither man backing off -- And Balboa's bravery is actually winning over the crowd.

124F1 ROCKY'S CORNER 124F1

Rocky is sitting as Duke immediately begins attending his wounds.

ROCKY
What round -- what round is it?

(CONTINUED)

124F1 CONTINUED: 124F1

DUKE
The fifteenth! Ya gonna do it. You can win it all -- one more round!

124F2 CROWD 124F2

A CHANT begins. The audience is chanting Rocky's name.

124F3 OMITTED 124F3

124F4 DRAGO'S CORNER 124F4

Rimsky stands in front of his weary fighter. He is incensed.

RIMSKY
(in Russian)
You had him hurt, you had him down -- why did you let him up?!

DRAGO
He's not human!

RIMSKY
Do you hear this!? Our people cheer for him! He is nothing! You're a fool and a disgrace to me!

Rimsky smacks Drago across the face. Drago rises and grabs Rimsky by the throat and glares at him with death in his eyes. Then he glares at the crowd. Then, releasing Rimsky, faces Rocky.

RIMSKY
(continuing)
After this fight, you are finished!

Rimsky gives Koloff a look of frustration.

124F5 ROCKY'S CORNER 124F5

Duke and Paulie are attending Rocky. The Referee comes over.

REFEREE
(accent)
Your man is hurt -- is it better to stop fight.

ROCKY
No! No!

(CONTINUED)

124F5 CONTINUED: 124F5

DUKE
He's hurt, too -- don't stop nothin'. He didn't come this far to end it sittin' down.

REFEREE
I watch close.

Adrian comes up and yells Rocky's name.

ADRIAN
Rocky!

Rocky turns his bruised face to look down at her.

ADRIAN
(continuing)
Do it, Rocky! Do it! You can! The whole world is proud of you! I love you! Do it!

124F6 RINGSIDE 124F6

COMMENTATOR #1
An incredible sight -- Rocky's fighting spirit has won the respect of this crowd -- Amazing!

124F6A ROCKY'S CORNER 124F6A

Duke stands behind Rocky as he rises to face the bell.

DUKE
You're behind on points -- to win you gotta knock him out -- you gotta punch and punch till you can't punch no more -- This is the whole life here -- get him now!

124F7 AUDIENCE 124F7

The Soviet Premier and his delegation redden as the THUNDEROUS CHANTING REVERBERATES throughout the arena.

The BELL RINGS, and the fighters move to the center of the ring and begrudgingly touch gloves.

DRAGO
I will beat you, you bastard.

124F8 INT. ROCKY'S HOUSE - NIGHT 124F8

Rocky Jr. and friends.

(CONTINUED)

124F8 CONTINUED: 124F8

COMMENTATOR #2 (V.O.)
The men touch gloves and prepare for one more brutal round. They move cautiously around one another with Rocky moving ahead.

ROCKY JR.
Daddy, go for it!

124F9 RINGSIDE 124F9

COMMENTATOR #2
-- Drago snaps out a stiff jab, and another, another!

The crowd's chanting begins to die down as the fight seems to be shifting in Drago's favor.

124G RINGSIDE 124G

COMMENTATOR #1
Rocky is just taking punishment and moving ahead, totally exhausted.

124G1 RING 124G1

Rocky continues to take the unanswered punch from the Russian behemoth.

124G2 ROCKY'S CORNER 124G2

PAULIE/DUKE
Fight, Rock! Whatta ya waitin' for?!

124G3 AUDIENCE 124G3

The Soviet Premier and group seem overtly satisfied by Drago's command of the fight.

124G4 AUDIENCE 124G4

Adrian is on her feet.

ADRIAN
Rocky, hit him!

124G5 INT. ROCKY'S HOUSE - NIGHT 124G5

Rocky Jr. and crowd.

COMMENTATOR #1 (V.O.)
It had to happen. Rocky is absolutely exhausted, taking punch after punch --

COMMENTATOR #2 (V.O.)
-- They may stop this.

ROCKY JR.
Please, Daddy.

124G6 AUDIENCE 124G6

The crowd is beginning to JEER and WHISTLE, but out of it the CHANT BEGINS.

AUDIENCE
(growing in intensity)
Rocky -- Rocky -- Rocky!

124G7 RING 124G7

Rocky continues to bore straight ahead and glare into Drago's cruel but concerned expression.

AUDIENCE
Rocky! Rocky!

Rocky suddenly explodes off his feet and sends a sledge-hammer right hook into Drago's jaw... The Russian is reeling backwards.

Rocky is on him like a cat.

124G8 INT. ROCKY'S HOUSE - NIGHT 124G8

Rocky, Jr. and his three friends.

EVERYONE
(chanting)
Go for it! Go for it!

124G9 RING 124G9

Rocky whips punch after punch into Drago's mid-section...

(CONTINUED)

124G9 CONTINUED: 124G9

Drago manages to turn Rocky into the corner and bombard him with bone-crushing punches...

Rocky fights his way out into the center of the ring. Drago stuns Rocky and nearly drops him; Rocky holds on and, digging deep into his soul, fights back.

124H DRAGO'S CORNER 124H

RIMSKY
Fight, you bastard!!!

The audience is going absolutely insane... Adrian is also chanting "Rocky."

124H1 RINGSIDE 124H1

COMMENTATOR
Technique is gone, strategy is gone, it's just toe-to-toe warfare -- It's just who wants it most!!!

124H2 OMITTED 124H2

124H3 RING 124H3

Rocky slams Drago, who returns the punishment with equal intensity.

But Rocky starts digging into the man's mid-section. Blow after blow into Drago's ribs cause the Russian to begin buckling.

124H4 RINGSIDE 124H4

COMMENTATOR #1
Like a tree -- Balboa is chopping the Russian down!

124H5 INT. ROCKY'S HOUSE - NIGHT 124H5

Rocky Jr. and friends.

EVERYBODY
(chanting)
Go for it! Go for it!!

124H6 RING 124H6

Drago is in serious trouble and falls against the ropes as Rocky begins to rain holy hell on him.

Drago fights back with his remaining strength and backs Rocky to the center of the ring... With his remaining strength, Rocky lunges up and catches Drago squarely on the jaw, reeling him backward, another lunge and Drago collides with the rope; a third hook and the Soviet giant tumbles through the ringside press corps.

The arena EXPLODES and the Premier and his group unceremoniously depart.

Rimsky drops his towel in disgust and walks away as the crowd begins to rush past him and into the ring.

Adrian is swept up by the crowd as she gropes towards the ring.

124H7 INT. ROCKY'S HOUSE - NIGHT 124H7

Rocky Jr. and his friends are leaping insanely all over the furniture.

124H8 RINGSIDE 124H8

COMMENTATOR #1
Rocky has done the impossible, and these people love it -- it's absolute pandemonium!

124H9 OMITTED 124H9

124J RING 124J

Paulie and Duke make their way to Rocky and hug him.

DUKE
Incredible! You're incredible, man. Look what you did! You made history.

Rocky hugs them.

ROCKY
... Thanks -- thanks.

(CONTINUED)

124J CONTINUED: 124J

PAULIE
I been savin' this.

Paulie pulls an American flag out of a paper bag and shakes it loose.

Adrian makes her way past the massive crowd that now surrounds Rocky.

ADRIAN
I'm so proud of you.

She kisses him as Paulie drapes the American flag over his shoulders.

The crowd suddenly lifts the American to their shoulders and there, wrapped in Red, White and Blue, with the giant Soviet flag in the b.g., Rocky Balboa is truly the champion of the world.

FADE OUT.

THE END